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CBOE Holdings, Inc.
Form 425
December 03, 2009

Filed by CBOE Holdings, Inc.

pursuant to Rule 425 under the Securities Act of 1933, as amended

Subject Company: CBOE Holdings, Inc.

Subject Company's Commission File No.: 333-140574

On December 2, 2009, the Chicago Board Options Exchange, Incorporated issued the following information circular.

Information Circular IC09-349

To: CBOE Membership
From: Office of the Chairman
Date: December 2, 2009
Subject: Delaware Supreme Court Dismisses Appeals

As you are aware, CBOE reached a settlement of the appeals in the exercise right litigation conditioned on the Delaware Supreme Court dismissing all appeals. We are pleased to report that today the Delaware Supreme Court approved the dismissal of these appeals. The dismissal constitutes the final approval of the class settlement of the exercise right litigation and removes this litigation as an obstacle to CBOE's demutualization.

Given today's approval, we are consulting with our advisors regarding the timeline for demutualization. We plan to hold a membership meeting in the near future regarding the next steps in CBOE's demutualization. We will continue to communicate with you throughout this process.

Thank you for your continued support.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any state or jurisdiction in which an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

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*In connection with the proposed restructuring transaction, CBOE Holdings, Inc. ("CBOE Holdings") has filed certain relevant materials with the United States Securities and Exchange Commission (SEC), including a registration statement on Form S-4. Members are encouraged to read the registration statement, including the proxy statement/prospectus that are a part of the registration statement, because it contains important information about the proposed transaction. Members are able to obtain a free copy of the proxy statement/prospectus, as well as the other filings containing information about CBOE Holdings and the Chicago Board Options Exchange, Incorporated ("CBOE"), without charge, at the SEC's Web site, <http://www.sec.gov>, and the companies' website, **www.CBOE.com**. In addition, CBOE members may obtain free copies of the proxy statement/prospectus and other documents filed by CBOE Holdings or the CBOE from CBOE Holdings by directing a request to the Office of the Secretary, CBOE Holdings, Inc., 400 South LaSalle Street, Chicago, Illinois 60605.*

CBOE Holdings, the CBOE and their respective directors, executive officers and other employees may be deemed to be participants in the solicitation of proxies in connection with the proposed transaction. Information about the directors and executive officers of CBOE Holdings and of the CBOE is available in the prospectus/proxy statement.
