

Spencer Michael A  
 Form 4/A  
 February 14, 2019

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Spencer Michael A

2. Issuer Name and Ticker or Trading Symbol  
 CME GROUP INC. [CME]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 20 S. WACKER DR.  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/02/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

CHICAGO, IL 60606  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)  
 11/06/2018

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock Class A            | 11/02/2018                           |  | A                              | (1) 217,385   | \$ 0 217,385  | D  |   |
| Common Stock Class A            | 11/02/2018                           |  | A                              | (1) 2,790,545   | \$ 0 2,790,545  | I  | By Firm   |
| Common Stock Class A            | 11/02/2018                           |  | A                              | (1) 2,353   | \$ 0 2,353  | I  | by Spouse   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Spencer Michael A<br>20 S. WACKER DR.<br>CHICAGO, IL 60606 |               | X         |         |       |

## Signatures

By: Margaret Austin Wright For: Michael A. Spencer 02/14/2019

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Received in exchange for shares of NEX Group plc ("NEX") in connection with the acquisition (the "Acquisition") of NEX by CME Group Inc. Pursuant to the terms of Acquisition, NEX shareholders received for each NEX Group ordinary share 500 pence in cash and 0.0444 shares of CME Group Class A common stock. The effective date of the Acquisition was November 2, 2018. The closing price on the trading day prior to the effective date of the Acquisition was \$183.75 for CME Group Class A common stock. This Form 4A is being filed to correctly reflect the beneficial ownership of shares held directly and indirectly by Mr. Spencer, which the original Form 4 misstated.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.