

NYSE Euronext  
Form 8-K  
April 23, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**April 21, 2009**

**Date of Report (Date of earliest event reported)**

**NYSE Euronext**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-33392**  
**(Commission File Number)**

**20-5110848**  
**(IRS Employer**  
  
**Identification No.)**

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11 Wall Street

New York, New York  
(Address of principal executive offices)

10005  
(Zip Code)

Registrant's telephone number, including area code: (212) 656-3000

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On April 22, 2009, NYSE Euronext (the Company ) completed its offering of a 250 million increase (the New Notes ) to its 750 million in aggregate principal amount of 5.375% Notes due 2015 pursuant to Regulation S under the Securities Act of 1933, as amended. In connection with the pricing of the offering, the Company entered into a Subscription Agreement dated as of April 21, 2009 (the Subscription Agreement ) with Merrill Lynch International, Natixis, Société Générale and the Royal Bank of Scotland plc, as Joint Lead Managers.

The New Notes were issued pursuant to a First Supplemental Agency Agreement dated as of April 22, 2009 (the Agency Agreement ) among the Company, Citibank, N.A., London Branch, as fiscal and paying agent, Dexia Banque Internationale à Luxembourg, société anonyme, as Luxembourg Paying Agent, and ABN AMRO Bank N.V., as paying agent. The New Notes will have the same terms and conditions as the existing issue. The Agency Agreement provides that the New Notes may be redeemed by the Company for certain tax reasons and at the option of the holder upon a change of control and if the New Notes are rated below an investment grade rating under certain circumstances. The Agency Agreement provides for customary events of default and a negative pledge covenant. Under the negative pledge covenant, the Company has agreed that its present or future indebtedness shall not be secured by any mortgage, lien, charge, pledge or other security interests unless the equivalent is provided with respect to the New Notes, or otherwise approved by the holders. The Agency Agreement does not contain any financial covenants.

The New Notes will mature on June 30, 2015. Interest on the New Notes will be payable annually on June 30 of each year, beginning on June 30, 2009.

The New Notes are unsecured obligations of the Company and rank *pari passu* with all other outstanding unsecured and unsubordinated obligations of the Company. The proceeds of the New Notes will be used for general corporate purposes, including the refinancing of existing debt. The New Notes will become fungible with the existing issue and will be listed on Euronext Amsterdam and the Luxembourg Stock Exchange s regulated market.

The Subscription Agreement and the Agency Agreement are governed by English law.

The descriptions of the Subscription Agreement and the Agency Agreement do not purport to be complete and are qualified in their entirety by reference to the agreements, which are attached hereto as Exhibits 1.1 and 4.1, respectively, and are incorporated herein by reference.

**ITEM 2.03 CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT.**

The information included in Item 1.01 of this Report is incorporated by reference into this Item 2.03.

**ITEM 8.01 OTHER EVENTS.**

A press release with respect to the offering is filed as Exhibit 99.1 to this report and is hereby incorporated by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

**(d) Exhibits**

**Exhibit**

<b>Number</b>	<b>Description</b>
1.1	Subscription Agreement, dated as of April 21, 2009, between NYSE Euronext and Merrill Lynch International, Natixis, Société Générale and the Royal Bank of Scotland plc.
4.1	First Supplemental Agency Agreement, dated as of April 22, 2009, among NYSE Euronext, Citibank, N.A., London Branch, as fiscal and paying agent, Dexia Banque Internationale à Luxembourg, société anonyme, as Luxembourg Paying Agent, and ABN AMRO Bank N.V., as paying agent.

99.1

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Press Release, dated April 22, 2008, entitled NYSE Euronext Successfully Increased by EUR 250 million its June 2015 EUR 750 million Bond Issue

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NYSE EURONEXT**

Dated: April 23, 2009

By: /s/ Michael S. Geltzeiler  
Name: Michael S. Geltzeiler  
Title: Chief Financial Officer &

Group Executive Vice President