

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CME GROUP INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation
or organization)

36-4459170
(I.R.S. Employer
Identification No.)

20 South Wacker Drive
Chicago, Illinois 60606
(312) 930-1000
(Address of Principal Executive Offices, Zip Code)

Amended and Restated CME Group Inc. Employee Stock Purchase Plan
(Full Title of Plan)

Kathleen M. Cronin, Esq.
Senior Managing Director, General Counsel and Corporate Secretary
CME Group Inc.
20 South Wacker Drive
Chicago, Illinois 60606
(312) 930-1000
(Name, Address and Telephone Number, including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Shares To Be Registered	Amount To Be Registered(1)(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee(4)
Class A Common Stock, par value \$.01 per share	60,000	\$258.84	\$15,530,475	\$1,779.79

- (1) Registrant is registering 60,000 shares of Class A common stock (the "Class A Shares"), for issuance under its Amended and Restated CME Group Inc. Employee Stock Purchase Plan ("ESPP").
- (2) This Registration Statement shall also cover any additional Class A Shares which become issuable under the ESPP by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding Class A Shares.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457(c) and Rule 457(h) under the Securities Act of 1933, as amended (the "Securities Act") based upon the average of the high and low prices of the Class A Shares on July 12, 2012, as reported on the NASDAQ Global Select Market.
- (4) Calculated pursuant to Section 6(b) of the Securities Act by multiplying 0.00011460 by the proposed maximum aggregate offering price (as computed in accordance with Rule 457 under the Securities Act solely for the purpose of determining the registration fee of the securities registered hereby).

EXPLANATORY NOTE

CME Group Inc. (the "Company") is filing this Registration Statement on Form S-8 (the "Registration Statement") for the purpose of registering, pursuant to Instruction E of Form S-8, an additional 60,000 shares of Class A common stock, par value \$0.01 per share (the "Class A Shares"), issuable under the Amended and Restated CME Group Inc. Employee Stock Purchase Plan ("ESPP"). At the Registrant's 2012 Annual Meeting of Shareholders, the shareholders of the Company approved an amendment to the ESPP providing for the increase in the Class A Shares issuable thereunder. As a result, the Class A Shares being registered by this Registration Statement represent an increase in the total Class A Shares reserved for issuance under the ESPP from 40,000 to 100,000.

Pursuant to Instruction E of Form S-8, the Company hereby incorporates by reference into this Registration Statement in its entirety the Registration Statement on Form S-8 (File No. 333-124497), except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents previously filed with the Securities and Exchange Commission (the "Commission") by the Company pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") are incorporated herein by reference:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011, including portions of the definitive Proxy Statement for the 2012 Annual Meeting of Shareholders incorporated therein by reference.

(b) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012.

(c) The Company's Current Reports on Form 8-K filed with the Commission on July 6, 2012, June 19, 2012, May 29, 2012, May 25, 2012, May 2, 2012, April 24, 2012 and March 15, 2012.

(d) The description of the Company's Class A common stock contained in the prospectus included in the Company's Registration Statement on Form S-1 (File No. 333-90106), as amended, which description is incorporated by reference in the Company's Registration Statement on Form 8-A filed with the Commission on November 29, 2002 (File No. 001-31553), including any amendments or reports filed for purposes of updating such description.

In addition, all documents filed by the Company subsequent to the date hereof pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents with the Commission. Any statement contained in a document incorporated or deemed to be incorporated by reference into this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement, or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference into this Registration Statement, modifies or supersedes such prior statement. Any statement contained in this Registration Statement shall be deemed to be modified or superseded to the extent that a statement in a subsequently filed document that is incorporated or is deemed to be incorporated by reference into this Registration Statement modifies or supersedes such prior statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Kathleen M. Cronin, Esq., will issue an opinion regarding the validity of the Registrant's Class A Shares offered hereby. Ms. Cronin is the Registrant's Senior Managing Director, General Counsel and Corporate Secretary. Ms. Cronin currently owns Class A Shares.

ITEM 8. EXHIBITS.

The following exhibits are filed as part of this Registration Statement:

<u>Exhibit Number</u>	<u>Description</u>
4.1	Fourth Amended and Restated Certificate of Incorporation of CME Group Inc. (incorporated by reference to Exhibit 3.1 to CME Group Inc.'s Current Report on Form 8-K, filed with the SEC on May 29, 2012, File No. 001-31553).
4.2	Eighth Amended and Restated Bylaws of CME Group Inc. (incorporated by reference to Exhibit 3.2 to CME Group Inc.'s Current Report on Form 8-K, filed with the SEC on May 29, 2012, File No. 001-31553).
5.1	Opinion of Kathleen M. Cronin, Senior Managing Director, General Counsel and Corporate Secretary.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Kathleen M. Cronin (included in Exhibit 5.1).
24.1	Power of Attorney (included on signature page).
99.1	Amended and Restated CME Group Inc. Employee Stock Purchase Plan (amended and restated as of May 23, 2012) (incorporated by reference to Exhibit 10.2 to CME Group Inc.'s Current Report on Form 8-K, filed with the SEC on May 29, 2012, File No. 0001-31553).

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Terrence A. Duffy, Phupinder S. Gill, James E. Parisi and Kathleen M. Cronin, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on July 18, 2012.

Signature	Title
<hr/> <i>/S/ TERRENCE A. DUFFY</i> Terrence A. Duffy	Executive Chairman of the Board & President and Director
<hr/> <i>/S/ PHUPINDER S. GILL</i> Phupinder S. Gill	Chief Executive Officer and Director
<hr/> <i>/S/ JAMES E. PARISI</i> James E. Parisi	Senior Managing Director and Chief Financial Officer
<hr/> <i>/S/ JAMES V. PIEPER</i> James V. Pieper	Managing Director and Chief Accounting Officer
<hr/> <i>/S/ LEO MELAMED</i> Leo Melamed	Chairman Emeritus and Director
<hr/> <i>/S/ JEFFREY M. BERNACCHI</i> Jeffrey M. Bernacchi	Director
<hr/> <i>/S/ TIMOTHY S. BITSBERGER</i> Timothy S. Bitsberger	Director
<hr/> <i>/S/ CHARLES P. CAREY</i> Charles P. Carey	Director
<hr/> <i>/S/ MARK E. CERMAK</i> Mark E. Cermak	Director
<hr/> <i>/S/ DENNIS H. CHOOKASZIAN</i> Dennis H. Chookaszian	Director

/S/ JAMES A. DONALDSON
James A. Donaldson Director

/S/ MARTIN J. GEPSMAN
Martin J. Gepsman Director

/S/ LARRY G. GERDES
Larry G. Gerdes Director

/S/ DANIEL R. GLICKMAN
Daniel R. Glickman Director

/S/ J. DENNIS HASTERT
J. Dennis Hastert Director

/S/ BRUCE F. JOHNSON
Bruce F. Johnson Director

/S/ GARY M. KATLER
Gary M. Katler Director

/S/ WILLIAM P. MILLER II
William P. Miller II Director

/S/ JOSEPH NICIFORO
Joseph Niciforo Director

/S/ C.C. ODOM II
C.C. Odom II Director

/S/ RONALD A. PANKAU
Ronald A. Pankau Director

/S/ ALEX J. POLLOCK
Alex J. Pollock Director

/S/ JOHN F. SANDNER
John F. Sandner Director

/S/ TERRY L. SAVAGE
Terry L. Savage Director

/S/ WILLIAM R. SHEPARD
William R. Shepard Director

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
4.1	Fourth Amended and Restated Certificate of Incorporation of CME Group Inc. (incorporated by reference to Exhibit 3.1 to CME Group Inc.'s Current Report on Form 8-K, filed with the SEC on May 29, 2012, File No. 001-31553).
4.2	Eighth Amended and Restated Bylaws of CME Group Inc. (incorporated by reference to Exhibit 3.2 to CME Group Inc.'s Current Report on Form 8-K, filed with the SEC on May 29, 2012, File No. 001-31553).
5.1	Opinion of Kathleen M. Cronin, Senior Managing Director, General Counsel and Corporate Secretary.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Kathleen M. Cronin (included in Exhibit 5.1).
24.1	Power of Attorney (included on signature page).
99.1	Amended and Restated CME Group Inc. Employee Stock Purchase Plan (amended and restated as of May 23, 2012) (incorporated by reference to Exhibit 10.2 to CME Group Inc.'s Current Report on Form 8-K, filed with the SEC on May 29, 2012, File No. 0001-31553).



July 18, 2012

CME Group Inc.
20 South Wacker Drive
Chicago, Illinois 60606

Re: ***CME Group Inc. Registration Statement on Form S-8***

Ladies and Gentlemen:

I am the Senior Managing Director, General Counsel and Corporate Secretary of CME Group Inc., a Delaware corporation (the "Company"). This opinion is delivered in connection with the registration of 60,000 shares (the "Shares") of the Company's Class A common stock, par value \$.01 per share (the "Common Stock") issuable under the CME Group Inc. Amended and Restated Employee Stock Purchase Plan (the "Plan").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "Act").

In rendering the opinions set forth herein, I have examined originals or copies, certified or otherwise identified to my satisfaction, of (i) a draft of the Company's Registration Statement on Form S-8, to be filed with the Commission on the date hereof (the "Registration Statement"); (ii) a specimen certificate representing the Common Stock; (iii) the Amended and Restated Certificate of Incorporation of the Company, as amended to date and currently in effect; (iv) the Amended and Restated By-Laws of the Company, as amended to date and currently in effect; (v) the Plan and (vi) certain resolutions of the Executive Committee of the Board of Directors dated March 7, 2012 and of the Compensation Committee of the Board of Directors dated March 5, 2012 approving the amendments to the Plan. I also have examined originals or copies, certified or otherwise identified to my satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and others, and such other documents, certificates and records as I have deemed necessary or appropriate as a basis for the opinions set forth herein.

In my examination, I have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. In making my examination of executed documents, I have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein that I did not independently establish or verify, I have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

I am admitted to the bar in the State of Illinois, and I do not express any opinion as to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware, and I do not express any opinion as to the effect of any other laws on the opinions stated herein.

Based upon the foregoing and subject to the limitations, qualifications, exceptions and assumptions set forth herein, I am of the opinion that when (i) the Registration Statement becomes effective under the Securities Act; and (ii) the Shares have been delivered and paid for in accordance with the terms and conditions of the Plan, the issuance and sale of such Shares will have been duly authorized and such Shares will be validly issued, fully paid and nonassessable.

I assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if I become aware of any fact that might change the opinions expressed herein after the date hereof.

I hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, I do not thereby admit that I am included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

Very truly yours,

A handwritten signature in black ink that reads "Kathleen M. Cronin". The signature is written in a cursive, slightly slanted style.

Kathleen M. Cronin
Senior Managing Director, General Counsel and Corporate Secretary

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the authorization of 60,000 additional Class A common shares under the Amended and Restated CME Group Inc. Employee Stock Purchase Plan and the Post-Effective Amendment relating to the registration of the additional shares to be issued in connection with the CME Group Inc.'s 5:1 stock split under the NYMEX Holdings, Inc. 2006 Omnibus Long-Term Incentive Plan of our reports dated February 27, 2012, with respect to the consolidated financial statements and schedule of CME Group Inc., and the effectiveness of internal control over financial reporting of CME Group Inc., included in its Annual Report (Form 10-K), for the year ended December 31, 2011, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

July 18, 2012