

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

**SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant
Filed by a Party other than the Registrant
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under §240.14a-12

CME GROUP INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



Your **Vote** Counts!

CME GROUP INC.

2021 Annual Meeting
Vote by May 4, 2021
10:59 PM CT



D34092-P48932

You invested in CME GROUP INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 5, 2021.**

Get informed before you vote

View the Notice, Proxy Statement and CME GROUP 2020 Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 21, 2021. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

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Vote Virtually at the Meeting*

May 5, 2021
10:00 AM CT

Virtually at:
www.virtualshareholdermeeting.com/CME2021

*Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Class A Voting Items	Board Recommends
1. Election of Equity Directors	
Seventeen will be elected to the Board of Directors	
1a. Terrence A. Duffy	✔ For
1b. Timothy S. Bitsberger	✔ For
1c. Charles P. Carey	✔ For
1d. Dennis H. Chookaszian	✔ For
1e. Bryan T. Durkin	✔ For
1f. Ana Dutra	✔ For
1g. Martin J. Gepsman	✔ For
1h. Larry G. Gerdes	✔ For
1i. Daniel R. Glickman	✔ For
1j. Daniel G. Kaye	✔ For
1k. Phyllis M. Lockett	✔ For
1l. Deborah J. Lucas	✔ For
1m. Terry L. Savage	✔ For
1n. Rahael Seifu	✔ For
1o. William R. Shepard	✔ For
1p. Howard J. Siegel	✔ For
1q. Dennis A. Suskind	✔ For
2. Ratification of the appointment of Ernst & Young as our independent registered public accounting firm for 2021.	✔ For
3. Advisory vote on the compensation of our named executive officers.	✔ For

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Class B-1 Voting Items	Board Recommends
1. Election of Equity Directors	
Seventeen will be elected to the Board of Directors	
1a. Terrence A. Duffy	✔ For
1b. Timothy S. Bitsberger	✔ For
1c. Charles P. Carey	✔ For
1d. Dennis H. Chookaszian	✔ For
1e. Bryan T. Durkin	✔ For
1f. Ana Dutra	✔ For
1g. Martin J. Gepsman	✔ For
1h. Larry G. Gerdes	✔ For
1i. Daniel R. Glickman	✔ For
1j. Daniel G. Kaye	✔ For
1k. Phyllis M. Lockett	✔ For
1l. Deborah J. Lucas	✔ For
1m. Terry L. Savage	✔ For
1n. Rahael Seifu	✔ For
1o. William R. Shepard	✔ For
1p. Howard J. Siegel	✔ For
1q. Dennis A. Suskind	✔ For
2. Ratification of the appointment of Ernst & Young as our independent registered public accounting firm for 2021.	✔ For
3. Advisory vote on the compensation of our named executive officers.	✔ For
4. Election of Three Class B-1 Directors	
The Nominating and Governance Committee recommends a vote "FOR" all of the Class B-1 nominees.	
4a. William W. Hobert (WH)	
4b. Patrick J. Mulchrone (PJM)	
4c. Robert J. Tierney Jr. (RJT)	

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Class B-2 Voting Items	Board Recommends
1. Election of Equity Directors	
Seventeen will be elected to the Board of Directors	
1a. Terrence A. Duffy	✔ For
1b. Timothy S. Bitsberger	✔ For
1c. Charles P. Carey	✔ For
1d. Dennis H. Chookaszian	✔ For
1e. Bryan T. Durkin	✔ For
1f. Ana Dutra	✔ For
1g. Martin J. Gepsman	✔ For
1h. Larry G. Gerdes	✔ For
1i. Daniel R. Glickman	✔ For
1j. Daniel G. Kaye	✔ For
1k. Phyllis M. Lockett	✔ For
1l. Deborah J. Lucas	✔ For
1m. Terry L. Savage	✔ For
1n. Rahael Seifu	✔ For
1o. William R. Shepard	✔ For
1p. Howard J. Siegel	✔ For
1q. Dennis A. Suskind	✔ For
2. Ratification of the appointment of Ernst & Young as our independent registered public accounting firm for 2021.	✔ For
3. Advisory vote on the compensation of our named executive officers.	✔ For
4. Election of Two Class B-2 Directors	
The Nominating and Governance Committee recommends a vote "FOR" up to two of any of the following Class B-2 nominees.	
4a. Michael G. Dennis (MKI)	
4b. Yra G. Harris (YRA)	
4c. Patrick W. Maloney (PAT)	
4d. John (Jack) D. Newhouse Jr. (JDN)	

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Class B-3 Voting Items	Board Recommends
1. Election of Equity Directors	
Seventeen will be elected to the Board of Directors	
1a. Terrence A. Duffy	✔ For
1b. Timothy S. Bitsberger	✔ For
1c. Charles P. Carey	✔ For
1d. Dennis H. Chookaszian	✔ For
1e. Bryan T. Durkin	✔ For
1f. Ana Dutra	✔ For
1g. Martin J. Gepsman	✔ For
1h. Larry G. Gerdes	✔ For
1i. Daniel R. Glickman	✔ For
1j. Daniel G. Kaye	✔ For
1k. Phyllis M. Lockett	✔ For
1l. Deborah J. Lucas	✔ For
1m. Terry L. Savage	✔ For
1n. Rahael Seifu	✔ For
1o. William R. Shepard	✔ For
1p. Howard J. Siegel	✔ For
1q. Dennis A. Suskind	✔ For
2. Ratification of the appointment of Ernst & Young as our independent registered public accounting firm for 2021.	✔ For
3. Advisory vote on the compensation of our named executive officers.	✔ For
4. Election of One Class B-3 Director	
The Nominating and Governance Committee recommends a vote "FOR" the one Class B-3 nominee.	
4a. Elizabeth A. Cook (LZY)	

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Class B-4 Voting Items	Board Recommends
1. Election of Equity Directors	
Seventeen will be elected to the Board of Directors	
1a. Terrence A. Duffy	✔ For
1b. Timothy S. Bitsberger	✔ For
1c. Charles P. Carey	✔ For
1d. Dennis H. Chookaszian	✔ For
1e. Bryan T. Durkin	✔ For
1f. Ana Dutra	✔ For
1g. Martin J. Gepsman	✔ For
1h. Larry G. Gerdes	✔ For
1i. Daniel R. Glickman	✔ For
1j. Daniel G. Kaye	✔ For
1k. Phyllis M. Lockett	✔ For
1l. Deborah J. Lucas	✔ For
1m. Terry L. Savage	✔ For
1n. Rahael Seifu	✔ For
1o. William R. Shepard	✔ For
1p. Howard J. Siegel	✔ For
1q. Dennis A. Suskind	✔ For
2. Ratification of the appointment of Ernst & Young as our independent registered public accounting firm for 2021.	✔ For
3. Advisory vote on the compensation of our named executive officers.	✔ For

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