

**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**

Date of report (Date of earliest event reported) September 25, 2026 (September 24, 2026)

CME GROUP INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-31553
(Commission
File No.)

36-4459170
(IRS Employer
Identification No.)

20 South Wacker Drive
(Address of Principal Executive Offices)

Chicago

Illinois

60606
(Zip Code)

Registrant's telephone number, including area code: (312) 930-1000

N/A

(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 (see General Instruction A.2. below):

- ☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading symbol</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock	CME	Nasdaq

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405) of this chapter or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 24, 2026, CME Group Inc. (the “Company”) filed a certificate of elimination with the Secretary of State of the State of Delaware which, effective upon filing, eliminated from the Company’s certificate of incorporation all matters set forth in the certificate of designations with respect to the Company’s Series G Non-Voting Convertible Preferred Stock (the “Series G Preferred Stock”). No shares of the Series G Preferred Stock were issued and outstanding at the time of the filing of the certificate of elimination.

A copy of the certificate of elimination is filed as Exhibit 3.1 to this report and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

Exhibit	
Number	Description

3.1	Certificate of Elimination of Series G Non-Voting Convertible Preferred Stock of CME Group Inc.
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104	The cover page from CME Group Inc.’s Current Report on Form 8-K, formatted in Inline XBRL.
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SIGNATURES

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

CME Group Inc.

Registrant

Date: September 25, 2026

By:

/s/ Lynne Fitzpatrick

Name:

Lynne Fitzpatrick

Title:

Senior Managing Director, President and Chief Financial
Officer

**CERTIFICATE OF ELIMINATION
OF
SERIES G NON-VOTING CONVERTIBLE PREFERRED STOCK
OF
CME GROUP INC.**

Pursuant to Section 151(g) of the
General Corporation Law of the State of Delaware

CME Group Inc., a Delaware corporation (the "Corporation"), does hereby certify that, at a duly convened meeting of the board of directors of the Corporation (the "Board of Directors") on May 6, 2026, the Board of Directors duly adopted the following resolution:

RESOLVED, that none of the authorized shares of Series G Non-Voting Convertible Preferred Stock of CME Group Inc. are outstanding, and none will be issued subject to the certificate of designations previously filed with respect to such series.

[Signature page follows]

IN WITNESS WHEREOF, CME Group Inc. has caused this certificate to be duly executed in its corporate name this 24th day of September, 2026.

By: /s/ Margaret Wright

Name: Margaret Wright

Title: Executive Director, Associate General Counsel &
Corporate Secretary