

**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) July 8, 2024 (July 8, 2024)

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)

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

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

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))

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As described in the attached press release, Michael G. Dennis will be joining CME Group Inc. (the “CME Group” or the “Company”) as of August 5, 2024 in the role of Senior Managing Director Global Head, Fixed Income. In connection with his acceptance of the offer of employment at CME Group, on July 8, 2024, Mr. Dennis notified the Company of his intent to retire from the Company’s Board of Directors, effective immediately. Mr. Dennis’ decision to resign from the Board of Directors did not involve any disagreement with the Company, the Company’s management or the Board of Directors. Mr. Dennis has served as a member of the CME Group Board of Directors since 2020 and was elected by our Class B-2 shareholders. In the Company’s most recent election of Class B-2 directors in May 2024, there were no additional nominees presented for election, other than Patrick W. Maloney, who also serves as one of our Class B-2 directors. Therefore, in accordance with the CME Group Certificate of Incorporation, the vacancy in the Class B-2 director position from Mr. Dennis’ resignation will remain open until a successor is duly elected at a future annual meeting of shareholders.

Item 7.01 Regulation FD Disclosure.

The Company issued a press release regarding the appointment of Mr. Dennis as Global Head, Fixed Income. A copy of the press release, which is attached to this current report on Form 8-K as Exhibit 99.1, is hereby furnished pursuant to this Item 7.01.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated July 8, 2024.
104	The cover page from CME Group Inc.’s Current Report on Form 8-K, formatted in Inline XBRL.

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: July 8, 2024

By: _____ /s/ Jonathan Marcus
Name: **Jonathan Marcus**
Title: **Senior Managing Director General Counsel
Duly Authorized Officer**

News Release

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CME-G

FOR IMMEDIATE RELEASE**CME Group Appoints Mike Dennis as Global Head of Fixed Income**

CHICAGO, July 8, 2024 – CME Group, the world’s leading derivatives marketplace, today announced the appointment of Mike Dennis as Global Head, Fixed Income. In this position, Dennis will oversee the company’s largest, most actively traded global benchmark futures and options contracts on SOFR and U.S. Treasuries, including the 30-year bond, 10-, 5- and 2-year notes that enable investors to manage risk across the entire U.S. yield curve. He will also lead BrokerTec, the world’s most liquid electronic cash trading platform for U.S Treasury benchmarks, E.U., U.K. and U.S. Repo trading. Dennis will report to CME Group Chairman and Chief Executive Officer Terry Duffy and serve on the company’s Management Team. He will resign from the CME Group Board of Directors effective immediately and begin this position with the company on August 5.

Tim McCourt will lead all the company’s other financial business lines including equity indexes, foreign exchange and cryptocurrency futures and options, as well as its EBS spot FX platform, as Global Head, Equities, FX, and Alternative Products. He will continue to serve on the company’s Management Team reporting to Duffy.

“We are extremely pleased to add the expertise of Mike Dennis, a long-time industry professional, to our leadership team to oversee our significant and growing interest rates business, which increased 14% in Q2,” said Duffy. “As a former trader himself, Mike’s deep trading, clearing and prime brokerage knowledge, as well as his hands-on markets experience, will bring a unique perspective to this role that will benefit our clients and our organization.”

“At the same time, we will continue to rely on Tim’s oversight of our other financial asset classes including equities, FX and crypto as those markets continue to expand to new users around the globe.”

With 22 years of interest rate trading experience, Dennis joins CME Group from ABN AMRO Clearing USA LLC, where he served as Principal, member of the Management Team, and Chief Commercial Officer of ABN AMRO Clearing in the U.S., one of CME Group’s largest global futures clearing firms, since 2018. During his tenure at ABN AMRO, Dennis was instrumental in helping the firm launch a fixed income clearing and repo initiative for cash Treasuries as a member of the Fixed Income Clearing Corporation (FICC). Prior to that, Dennis was Director of Prime Brokerage and Clearing Services at Societe Generale. He also worked in clearing at Advantage Futures, served as an interest rate trader at Peak 6 Investments and acted as a market-maker in back-month Eurodollar futures and cash Treasuries for a proprietary trading firm in CME open outcry and electronic markets in the early 2000s. Dennis began his career in 2002 in the Corporate Investment Banking Division of JP Morgan Chase Chicago. Additionally, he has served on several market oversight committees as a member and former member of the CME and CBOT exchanges, respectively.

Dennis holds a B.S. in finance from Marquette University. He also has Series 3, 63, 7 and 24 licenses. Residing on the North Shore near Chicago with his wife and three children, Dennis is active within the community and with many philanthropic causes including Misericordia Heart of Mercy, Danny Did Foundation, A Leg to Stand on and CURE (Citizens United for Research in Epilepsy).

Providing the deepest liquidity and most efficiencies for hedging the entire yield curve, CME Group interest rate market includes benchmark futures and options products in U.S. Treasuries, SOFR, Fed Funds, TBAs and €STR.

As the world's leading derivatives marketplace, CME Group (www.cmegroup.com) enables clients to trade futures, options, cash and OTC markets, optimize portfolios, and analyze data – empowering market participants worldwide to efficiently manage risk and capture opportunities. CME Group exchanges offer the widest range of global benchmark products across all major asset classes based on interest rates, equity indexes, foreign exchange, energy, agricultural products and metals. The company offers futures and options on futures trading through the CME Globex platform, fixed income trading via BrokerTec and foreign exchange trading on the EBS platform. In addition, it operates one of the world's leading central counterparty clearing providers, CME Clearing.

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