

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

**Amendment No. 2
to
FORM S-1
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

NYMEX Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6200
(Primary Standard Industrial
Classification Code Number)

13-4098266
(I.R.S. Employer
Identification Number)

**One North End Avenue
World Financial Center
New York, New York 10282-1101
(212) 299-2000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Christopher K. Bowen, Esq.
General Counsel, Chief Administrative Officer and Secretary
Richard D. Kerschner, Esq.
Senior Vice President—Corporate Governance and Strategic Initiatives
**One North End Avenue
World Financial Center
New York, New York 10282-1101
(212) 299-2000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Matthew J. Mallow
Eric J. Friedman
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
(212) 735-3000
(212) 735-2000 (Facsimile)**

Approximate date of commencement of proposed sale to the public: As promptly as practicable after this registration statement becomes effective and the satisfaction or waiver of certain other conditions described herein.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment is filed solely to file amendments to Item 13 and Item 16 of Part II. No change is made to the preliminary prospectus constituting Part I of the Registration Statement or Items 14, 15, or 17 of Part II of the Registration Statement.

Part II

Information not required in prospectus

Item 13. Other expenses of issuance and distribution

The following table sets forth the costs and expenses payable by us in connection with the sale of the common stock being registered. All amounts, other than the SEC registration fee, are estimates.

SEC registration fee	\$	32,959
Printing and engraving expenses	\$	150,000
Legal fees and expenses	\$	1,500,000
Accounting fees and expenses	\$	150,000
Blue sky fees and expenses	\$	15,000
Transfer agent and registrar fees and expenses	\$	5,000
Miscellaneous fees and expenses	\$	47,041
Total	\$	1,900,000

Item 16. Exhibits and financial statement schedules

(a) Exhibits

Exhibit index

Exhibit number	Description
3.1	Existing Certificate of Incorporation of NYMEX Holdings, Inc. (incorporated herein by reference to Exhibit 3.1 of Current Report on Form 8-K, dated March 17, 2006).
3.1.1	Form of Amended and Restated Certificate of Incorporation of NYMEX Holdings, Inc. (incorporated herein by reference to Exhibit 3.1 of Form S-1 (file no. 333-135800)).
3.1.2	Form of COMEX Transaction Amendment (incorporated herein by reference to Exhibits B and C to Exhibit 10.1 of Current Report on Form 8-K, dated September 26, 2006).
3.2	Existing By-laws of NYMEX Holdings, Inc. (incorporated herein by reference to Exhibit 3.2 of Current Report on Form 8-K, dated March 17, 2006).
3.2.1	Form of Amended and Restated By-laws of NYMEX Holdings, Inc. (incorporated herein by reference to Exhibit 3.2 of Form S-1 (file no. 333-135800)).
3.3	Amended and Restated Certification of Incorporation of New York Mercantile Exchange, Inc. (incorporated herein by reference to Exhibit 3.3 of Current Report on Form 8-K, dated March 17, 2006).
3.4	Bylaws of New York Mercantile Exchange, Inc. (incorporated herein by reference to Exhibit 3.4 of Current Report on Form 8-K, dated March 17, 2006).
3.5	Form of Amended and Restated COMEX By-laws (incorporated herein by reference to Exhibit E to Exhibit 10.1 of Current Report on Form 8-K, dated September 26, 2006).
4.1	Form of Common Stock certificate for NYMEX Holdings, Inc. (incorporated herein by reference to Exhibit 4.1 of Form S-1 (file no. 333-135800)).
4.2	Note Purchase Agreement among NYMEX and each of Purchasers listed in Schedule A attached thereto, dated October 15, 1996 (incorporated herein by reference to Exhibit 10.5 of Form S-4 (file no. 333-30332)).
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
10.1	Ground Lease between Battery Park City Authority and NYMEX dated May 18, 1995 (incorporated herein by reference to Exhibit 10.3 of Form S-4 (file no. 333-30332)).
10.2	Funding Agreement among New York State Urban Development Corporation, New York City Economic Development Corporation, Battery Park City Authority and NYMEX dated May 18, 1995 (incorporated herein by reference to Exhibit 10.4 of Form S-4 (file no. 333-30332)).
10.3	NYMEX Holdings, Inc. Executive Income Deferral Program (incorporated herein by reference to Exhibit 10.5 of Form 10-K for the fiscal year ended December 31, 2000).
10.4	Network License Order Form between Oracle Corporation and NYMEX, accompanying Payment Plan Agreement and Payment Schedule between Oracle Credit Corporation and NYMEX (incorporated herein by reference to Exhibit 10.6 of Form S-4 (file no. 333-30332)).
10.5	Network License Order Form between Oracle Corporation and NYMEX, accompanying Payment Schedule between Oracle Credit Corporation and NYMEX and Amendment I to the Network License Order Form (incorporated herein by reference to Exhibit 10.7 of Form S-4 (file no. 333-30332)).

Exhibit number	Description
10.6	Network License Order Form between Oracle Corporation and NYMEX and accompanying Payment Schedule between Oracle Credit Corporation and NYMEX (incorporated herein by reference to Exhibit 10.8 of Form S-4 (file no. 333-30332)).
10.6.1	Software License and Services Agreement between Oracle Corporation and NYMEX effective January 6, 1995 (incorporated herein by reference to Exhibit 10.8.1 of Form S-4 (file no. 333-30332)).
10.7	Smartnet Agreement between Cisco Systems, Inc. and NYMEX dated May 21, 1996 (incorporated herein by reference to Exhibit 10.9 of Form S-4 (file no. 333-30332)).
10.8	Network Supported Account Agreement between Cisco Systems, Inc. and NYMEX dated May 21, 1996 (incorporated herein by reference to Exhibit 10.10 of Form S-4 (file no. 333-30332)).
10.9	COMEX Members' Recognition and Retention Plan (incorporated herein by reference to Exhibit 10.11 of Form 10-K for the fiscal year ended December 31, 2000).
10.10	Employment agreement between NYMEX Holdings, New York Mercantile Exchange, Inc. and Samuel H. Gaer (incorporated herein by reference to Exhibit 10.14 of Form 10-Q for the quarter ending March 31, 2003 (file no. 333-30332)).
10.10.1	First Amendment to the Employment Agreement between NYMEX Holdings, Inc., New York Mercantile Exchange, Inc. and Samuel H. Gaer (incorporated herein by reference to Exhibit 10.1 of Current Report on Form 8-K, dated March 7, 2006).
10.10.2	Employment agreement between NYMEX Holdings, Inc., New York Mercantile Exchange, Inc. and Madeline Boyd (incorporated herein by reference to Exhibit 10.1 of Form 10-Q for the quarter ending March 31, 2004).
10.10.3	Employment agreement between NYMEX Holdings, Inc., New York Mercantile Exchange, Inc. and Sean Keating (incorporated herein by reference to Exhibit 10.1 of Form 10-Q for the quarter ending June 30, 2004).
10.10.4	Employment agreement between NYMEX Holdings, Inc., New York Mercantile Exchange, Inc. and James E. Newsome (incorporated herein by reference to Exhibit 10.1 of Form 10-Q for the quarter ending September 30, 2004).
10.10.5	Consulting agreement between NYMEX Holdings, New York Mercantile Exchange, Inc. and Jerome Bailey (incorporated herein by reference to Exhibit 10.1 of Current Report on Form 8-K, dated October 27, 2006).
10.10.6	Employment agreement between NYMEX Holdings, New York Mercantile Exchange, Inc. and Christopher Bowen (incorporated herein by reference to Exhibit 10.1 of Current Report on Form 8-K, dated April 11, 2006).
10.11	Stock Purchase Agreement by and among NYMEX Holdings, Inc. and General Atlantic Partners 82, L.P., GapStar, LLC, GAP Coinvestments III, LLC, GAP Coinvestments IV, LLC and GAPCO GmbH & Co. KG (incorporated herein by reference to Exhibit 10.1 of Current Report on Form 8-K, dated November 18, 2005).
10.11.1	Amendment No. 1 to Stock Purchase Agreement by and among NYMEX Holdings, Inc. and General Atlantic Partners 82, L.P., GapStar, LLC, GAP Coinvestments III, LLC, GAP Coinvestments IV, LLC and GAPCO GmbH & Co. KG (incorporated herein by reference to Exhibit 10.1 of Current Report on Form 8-K, dated February 15, 2006 (file no. 333-30332)).

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10.11.2	Investor Rights Agreement by and among NYMEX Holdings, Inc. and General Atlantic Partners 82, L.P., GapStar, LLC, GAP Coinvestments III, LLC, GAP Coinvestments IV, LLC, GAP Coinvestments CDA, L.P. and GAPCO GmbH & Co. KG (incorporated herein by reference to Exhibit 10.1 of Current Report on Form 8-K, dated March 17, 2006.)
10.11.3	Registration Rights Agreement by and among NYMEX Holdings, Inc. and General Atlantic Partners 82, L.P., GapStar, LLC, GAP Coinvestments III, LLC, GAP Coinvestments IV, LLC, GAP Coinvestments CDA, L.P. and GAPCO GmbH & Co. KG (incorporated herein by reference to Exhibit 10.2 of Current Report on Form 8-K, dated March 17, 2006.)
10.12	Definitive Technology Services Agreement by and between New York Mercantile Exchange, Inc. and Chicago Mercantile Exchange Inc. ("CME"), a wholly owned subsidiary of Chicago Mercantile Exchange Holdings Inc. (incorporated herein by reference to Exhibit 10.12 of Form S-1 (file no. 333-135800).†
10.13	Agreement and Plan of Merger by and among New York Mercantile Exchange, COMEX Acquisition Corp. and Commodity Exchange, Inc., dated January 28, 1994 (incorporated herein by reference to Exhibit 10.13 of Form S-1 (file no. 333-135800)).
10.13.1	Amendment No. 1 to the Agreement and Plan of Merger by and among New York Mercantile Exchange, COMEX Acquisition Corp. and Commodity Exchange, Inc., dated March 25, 1994 (incorporated herein by reference to Exhibit 10.13.1 of Form S-1 (file no. 333-135800)).
10.14	Form of NYMEX Holdings, Inc. 2006 Omnibus Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.14 of Form S-1 (file no. 333-135800)).
10.15	COMEX Transaction Agreement, by and among NYMEX Holdings, the NYMEX Division, the COMEX Division and the Governors Committee of the COMEX Division (incorporated herein by reference to Exhibit 10.1 of Current Report on Form 8-K filed on September 26, 2006).
14.1	Code of Ethics for principal executive officer and senior financial officers (incorporated herein by reference to Exhibit 14 of Form 10-K for the fiscal year ended December 31, 2003).
21.1	Subsidiaries of NYMEX Holdings, Inc. (incorporated herein by reference to Exhibit 21.1 of Form S-4 (file no. 333-30332)).
23.1	Consent of KPMG LLP.*
23.2	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1).
24.1	Powers of Attorney (included in signature page).*

* Previously filed.

† Portions of this exhibit have been omitted and were filed separately with the Secretary of the Securities and Exchange Commission pursuant to the Registrant's application requesting confidential treatment under Rule 406 of the Securities Act.

(b) Financial Statement Schedules

All schedules have been omitted because they are either inapplicable or the required information has been given in the consolidated financial statements or the notes thereto.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on November 3, 2006.

NYMEX Holdings, Inc.

By: /s/ Richard Schaeffer

Name: Richard Schaeffer
Title: Director and Chairman

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons on November 3, 2006 in the capacities indicated.

<u>Signature</u>	<u>Title</u>
*	Director and Chairman
<hr/> Richard Schaeffer	
*	Director and Vice Chairman
<hr/> Robert Halper	
*	Director, President and Chief Executive Officer (Principal Executive Officer)
<hr/> James Newsome	
<hr/> /s/ Kenneth Shifrin	Chief Operating Officer and Chief Financial Officer (Principal Financial and Accounting Officer)
<hr/> Kenneth Shifrin	
*	Director
<hr/> Stephen Ardizzone	
*	Director
<hr/> Neil Citrone	
*	Director
<hr/> Melvyn Falis	
*	Director
<hr/> William Ford	
*	Director
<hr/> Anthony George Gero	
*	Director
<hr/> Thomas Gordon	

Signature

Title

*

Director

Harvey Gralla

*

Director

David Greenberg

*

Director

Daniel Rappaport

*

Director and Treasurer

Frank Siciliano

*

Director

Robert Steele

*

Director

Dennis Suskind

*By:

/s/ Richard D. Kerschner

Richard D. Kerschner
Attorney-in-fact

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10.13.1	Amendment No. 1 to the Agreement and Plan of Merger by and among New York Mercantile Exchange, COMEX Acquisition Corp. and Commodity Exchange, Inc., dated March 25, 1994 (incorporated herein by reference to Exhibit 10.13.1 of Form S-1 (file no. 333-135800)).
10.14	Form of NYMEX Holdings, Inc. 2006 Omnibus Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.14 of Form S-1 (file no. 333-135800)).
10.15	COMEX Transaction Agreement, by and among NYMEX Holdings, the NYMEX Division, the COMEX Division and the Governors Committee of the COMEX Division (incorporated herein by reference to Exhibit 10.1 of Current Report on Form 8-K filed on September 26, 2006).
14.1	Code of Ethics for principal executive officer and senior financial officers (incorporated herein by reference to Exhibit 14 of Form 10-K for the fiscal year ended December 31, 2003).
21.1	Subsidiaries of NYMEX Holdings, Inc. (incorporated herein by reference to Exhibit 21.1 of Form S-4 (file no. 333-30332)).
23.1	Consent of KPMG LLP.*
23.2	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1).
24.1	Powers of Attorney (included in signature page).*

* Previously filed.

† Portions of this exhibit have been omitted and were filed separately with the Secretary of the Securities and Exchange Commission pursuant to the Registrant's application requesting confidential treatment under Rule 406 of the Securities Act.

Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036-6522

November 3, 2006

NYMEX Holdings, Inc.
One North End Avenue
World Financial Center
New York, New York 10282-1101

Re: NYMEX Holdings, Inc.
Registration Statement on Form S-1
(File No. 333-138126)

Ladies and Gentlemen:

We have acted as special counsel to NYMEX Holdings, Inc., a Delaware corporation (the "Company"), in connection with the offering (the "Offering") by the Company of 6,484,800 shares (the "Shares") of the Company's common stock, par value \$0.01 per share (the "Common Stock") to the owners of memberships in Commodity Exchange, Inc. ("COMEX" or "COMEX Division"), an operating subsidiary of the Company, as of the business day immediately prior to the closing date of the Offering.

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 connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement on Form S-1 (File No. 333-138126) as filed with the Securities and Exchange Commission (the "Commission") on October 20, 2006 under the Act; (ii) Amendment No.1 to the Registration Statement as filed with the Commission on the date hereof (such Registration Statement, as so amended, being hereinafter referred to as the "Registration Statement"); (iii) the Agreement and Plan of Merger by and among New York Mercantile Exchange, COMEX Acquisition Corp. and COMEX, dated January 28, 1994, filed as Exhibit 10.13 to the Registration Statement on Form S-1 (file no. 333-135800) (the "IPO Registration Statement"); (iv) Amendment No. 1 to the Agreement and Plan of Merger by and among New York Mercantile Exchange, COMEX Acquisition Corp. and COMEX, dated March 25, 1994, filed as Exhibit 10.13.1 to the IPO Registration Statement; (v) the COMEX Transaction Agreement (the "COMEX Transaction Agreement"), entered into by and among the Company, the NYMEX Division, the COMEX Division, and the Governors

Committee of the COMEX Division, filed as Exhibit 10.1 of Current Report on Form 8-K, filed with the Commission on September 26, 2006; (vi) a specimen certificate representing the Common Stock; (vii) the amended and restated certificate of incorporation of the Company, currently in effect (the "Existing Charter"); (viii) the form of the Amended and Restated Certificate of Incorporation of the Company (the "New Charter"), to be effective upon consummation of the Company's initial public offering ("IPO"), to be filed with the Secretary of State of the State of Delaware, filed as Exhibit 3.1 to the IPO Registration Statement; (ix) the form of Amendment to the Existing Charter and the New Charter ("COMEX Transaction Amendment"), to be effective upon consummation of the COMEX Division transaction, to be filed with the Secretary of State of the State of Delaware, filed as Exhibits B and C to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Commission on September 26, 2006; (x) the amended and restated by-laws of the Company, currently in effect (the "Existing By-Laws"); (xi) the form of Amended and Restated By-Laws of the Company (the "New By-Laws"), to be effective upon consummation of the IPO, filed as Exhibit 3.2 to the IPO Registration Statement; (xii) the form of Amended and Restated COMEX By-laws (the "New COMEX By-Laws"), to be effective upon consummation of the COMEX Division transaction, filed as Exhibit E to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Commission on September 26, 2006; (xiii) certain resolutions of the Board of Directors and the stockholders of the Company, relating to the issuance of the Shares pursuant to the COMEX Transaction Agreement and certain other related matters; and (xiv) certain resolutions of the Board of Directors of the COMEX Division, the Governors Committee of the COMEX Division, relating to the COMEX Transaction Agreement and certain other related matters. We also have examined originals or copies, certified or otherwise identified to our 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 we have deemed necessary or appropriate as a basis for the opinions set forth herein.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. In making our examination of executed documents, we 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 execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. In rendering the opinions set forth below, we have assumed the due filing of the COMEX Transaction Amendment, either alone or subsequent to the due filing of the New Charter, with the Secretary of State of the State of Delaware. As to any facts material to the opinions expressed herein which we have not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company and others.

Members of our firm are admitted to the bar in the State of New York and we do not express any opinion as to the laws of any jurisdiction other than the corporate laws of the State of Delaware, and we do not express any opinion as to the effect of any other laws on the opinion stated herein.

Based upon and subject to the foregoing, we are of the opinion that when (i) the Registration Statement becomes effective under the Act; (ii) the requisite approval of the owners of memberships of COMEX has been obtained; and (iii) certificates representing the Shares in the form of the specimen certificate examined by us have been manually signed by an authorized officer of the transfer agent and registrar for the Common Stock and registered by such transfer agent and registrar, the issuance of the Shares will have been duly authorized, and the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. We also consent to the reference to our firm under the caption "Legal Matters" in the Registration Statement. In giving this consent, we do not thereby admit that we are 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,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP