

**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) May 1, 2019

CME GROUP INC.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-31553
(Commission
File No.)

36-4459170
(IRS Employer
Identification No.)

20 South Wacker Drive Chicago, Illinois
(Address of Principal Executive Offices)

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))
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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 2.02. Results of Operations and Financial Condition.

The information set forth under “Item 2.02. Results Of Operations and Financial Condition,” including the Exhibit attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Attached and incorporated herein by reference as Exhibit 99.1 is a copy of a press release of CME Group Inc. dated May 1, 2019, reporting CME Group Inc.’s financial results for the quarter ended March 31, 2019.

To supplement CME Group’s financial statements on a GAAP basis, the attached press release includes financial measures that are not in accordance with GAAP, consisting of non-GAAP net income and earnings per share. Management believes that the presentation of non-GAAP net income and earnings per share provide important supplemental information to management and investors about financial and business trends relating to CME Group Inc.’s financial condition and results of operations. Management believes that the use of these non-GAAP financial measures provide a better measure of comparability with the Company’s prior financial reports. Management acknowledges that non-GAAP adjustments may include recurring items. These non-GAAP measures should be considered as a supplement to, and not as a substitute for, or superior to, the corresponding measures calculated in accordance with GAAP. Pursuant to the requirements of Regulation G, CME Group Inc. has included a reconciliation of the non-GAAP financial measures to the most directly comparable GAAP financial measures in the press release.

Item 9.01 Financial Statements and Exhibits.

A copy of the press release is attached hereto as Exhibit 99.1.

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release, dated May 1, 2019



News Release

Media contact

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John Peschier, 312.930.8491

CME-G

FOR IMMEDIATE RELEASE**CME Group Inc. Reports First-Quarter 2019 Financial Results**

CHICAGO, May 1, 2019 - CME Group Inc. (NASDAQ: CME) today reported financial results for the first quarter of 2019.

The company reported revenue of \$1.2 billion and operating income of \$631 million for the first quarter of 2019. Net income was \$497 million and diluted earnings per share were \$1.39. On an adjusted basis, net income was \$579.2 million and diluted earnings per share were \$1.62. Financial results presented on an adjusted basis for the first quarter of 2019 and 2018 exclude certain items, which are detailed in the reconciliation of non-GAAP results.¹

"Despite low levels of volatility in several product areas, we delivered our third-highest quarterly volume in our history during the first quarter, driven by continued product innovation and a growing proportion of our volume from customers outside the U.S.," said CME Group Chairman and Chief Executive Officer Terry Duffy. "In addition, we continue to focus on the NEX integration and have been heavily engaged with clients about our expanded offerings. Lastly, our expense control remained solid during the first quarter of 2019."

First-quarter 2019 average daily volume (ADV) was 18.6 million contracts, which was the third-highest quarter ever, down from a record first-quarter 2018. Non-U.S. ADV also marked the third-highest quarterly ADV ever with 4.7 million contracts, down compared with a record first-quarter 2018.

Clearing and transaction fees revenue for first-quarter 2019 totaled just over \$952.6 million and the total average rate per contract was \$0.713, up 2 percent compared with \$0.697 in fourth-quarter 2018. This was driven in part by increased activity in higher priced products. Market data revenue totaled \$130.1 million for first-quarter 2019.

1. A reconciliation of the non-GAAP financial results mentioned to the respective GAAP figures can be found within the Reconciliation of GAAP to non-GAAP Measures chart at the end of the financial statements and earnings presentation materials.

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As of March 31, 2019, the company had \$1.1 billion in cash (including \$100 million deposited with Fixed Income Clearing Corporation (FICC) and included in other current assets) and \$4.3 billion in debt. The company paid dividends during the first quarter of \$892 million, including the annual variable dividend for 2018 of \$624 million, which was paid in January 2019. The company has returned approximately \$11.5 billion to shareholders in the form of dividends since the implementation of the variable dividend policy in early 2012.

CME Group will hold a Q&A conference call to discuss first-quarter 2019 results at 8:30 a.m. Eastern Time today. A live audio webcast of the Q&A call will be available on the Investor Relations section of CME Group's website at www.cmegroup.com. An archived recording will be available for up to two months after the call.

As the world's leading and most diverse 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. With a range of pre- and post-trade products and services underpinning the entire lifecycle of a trade, CME Group also offers optimization and reconciliation services through TriOptima, and trade processing services through Traiana.

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Statements in this press release that are not historical facts are forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or implied in any forward-looking statements. We want to caution you not to place undue reliance on any forward-looking statements. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. Among the factors that might affect our performance are increasing competition by foreign and domestic entities, including increased competition from new entrants into our markets and consolidation of existing entities; our ability to keep pace with rapid technological developments, including our ability to complete the development, implementation and maintenance of the enhanced functionality required by our customers while maintaining reliability and ensuring that such technology is not vulnerable to security risks; our ability to continue introducing competitive new products and services on a timely, cost-effective basis, including through our electronic trading capabilities, and our ability to maintain the competitiveness of our existing products and services, including our ability to provide effective services to the swaps market; our ability to adjust our fixed costs and expenses if our revenues decline; our ability to maintain existing customers, develop strategic relationships and attract new customers; our ability to expand and globally offer our products and services; changes in regulations, including the impact of any changes in laws or government policy with respect to our products or services or our industry, such as any changes to regulations and policies that require increased financial and operational resources from us or our customers; the costs associated with protecting our intellectual property rights and our ability to operate our business without violating the intellectual property rights of others; decreases in revenue from our market data as a result of decreased demand or changes to regulations in various jurisdictions; changes in our rate per contract due to shifts in the mix of the products traded, the trading venue and the mix of customers (whether the customer receives member or non-member fees or participates in one of our various incentive programs) and the impact of our tiered pricing structure; the ability of our credit and liquidity risk management practices to adequately protect us from the credit risks of clearing members and other counterparties, and to satisfy the margin and liquidity requirements associated with the BrokerTec matched principal business; the ability of our compliance and risk management methods to effectively monitor and manage our risks, including our ability to prevent errors and misconduct and protect our infrastructure against security breaches and misappropriation of our intellectual property assets; volatility in commodity, equity and fixed income prices, and price volatility of financial benchmarks and instruments such as interest rates, credit spreads, equity indices, fixed income instruments and foreign exchange rates; economic, political and market conditions, including the volatility of the capital and credit markets and the impact of economic conditions on the trading activity of our current and potential customers; our ability to accommodate increases in contract volume and order transaction traffic and to implement enhancements without failure or degradation of the performance of our trading and clearing systems; our ability to execute our growth strategy and maintain our growth effectively; our ability to manage the risks, control the costs and achieve the synergies associated with our strategy for acquisitions, investments and alliances, including those associated with the acquisition of NEX; our ability to continue to generate funds and/or manage our indebtedness to allow us to continue to invest in our business; industry and customer consolidation; decreases in trading and clearing activity; the imposition of a transaction tax or user fee on futures and options on futures transactions and/or repeal of the 60/40 tax treatment of such transactions; our ability to maintain our reputation; and the unfavorable resolution of material legal proceedings. For a detailed discussion of these and other factors that might affect our performance, see our filings with the Securities and Exchange Commission, including our most recent periodic reports filed on Form 10-K and Form 10-Q.

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CME Group Inc. and Subsidiaries
Consolidated Balance Sheets
(in millions)

	March 31, 2019	December 31, 2018
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 997.4	\$ 1,374.5
Marketable securities	82.4	72.9
Accounts receivable, net of allowance	559.5	553.3
Other current assets (includes \$1.6 and \$1.5 in restricted cash)	345.7	430.5
Performance bonds and guaranty fund contributions	33,620.2	39,455.5
Total current assets	35,605.2	41,886.7
Property, net of accumulated depreciation and amortization	467.7	448.7
Intangible assets—trading products	17,175.3	17,175.3
Intangible assets—other, net	5,380.6	5,500.1
Goodwill	10,850.3	10,805.3
Other assets (includes \$1.1 and \$1.2 in restricted cash)	2,135.4	1,659.6
Total Assets	\$ 71,614.5	\$ 77,475.7
LIABILITIES AND EQUITY		
Current Liabilities:		
Accounts payable	\$ 65.3	\$ 116.0
Short-term debt	—	574.2
Other current liabilities	622.8	1,126.9
Performance bonds and guaranty fund contributions	33,614.6	39,455.5
Total current liabilities	34,302.7	41,272.6
Long-term debt	4,292.0	3,826.8
Deferred income tax liabilities, net	5,662.7	5,665.9
Other liabilities	1,170.6	745.1
Total Liabilities	45,428.0	51,510.4
CME Group Shareholders' Equity	26,157.6	25,918.5
Non-controlling interests	28.9	46.8
Total Equity	26,186.5	25,965.3
Total Liabilities and Equity	\$ 71,614.5	\$ 77,475.7

CME Group Inc. and Subsidiaries
Consolidated Statements of Income
(dollars in millions, except per share amounts; shares in thousands)

	Quarter Ended March 31,	
	2019	2018
Revenues		
Clearing and transaction fees	\$ 952.6	\$ 973.6
Market data and information services	130.1	94.9
Other	96.9	40.5
Total Revenues	1,179.6	1,109.0
Expenses		
Compensation and benefits	230.3	152.7
Technology	47.1	25.5
Professional fees and outside services	39.4	42.6
Amortization of purchased intangibles	80.7	23.7
Depreciation and amortization	32.9	28.1
Licensing and other fee agreements	40.5	49.5
Other	77.7	46.0
Total Expenses	548.6	368.1
Operating Income	631.0	740.9
Non-Operating Income (Expense)		
Investment income	178.7	156.4
Interest and other borrowing costs	(48.1)	(30.1)
Equity in net earnings (losses) of unconsolidated subsidiaries	40.5	40.1
Other non-operating income (expense)	(161.9)	(118.6)
Total Non-Operating Income (Expense)	9.2	47.8
Income before Income Taxes	640.2	788.7
Income tax provision (benefit)	144.3	189.9
Net Income	495.9	598.8
Less: net (income) loss attributable to non-controlling interests	1.0	—
Net Income Attributable to CME Group	\$ 496.9	\$ 598.8
Earnings per Common Share Attributable to CME Group:		
Basic	\$ 1.39	\$ 1.76
Diluted	1.39	1.76
Weighted Average Number of Common Shares:		
Basic	356,886	339,305
Diluted	358,047	340,747

CME Group Inc. and Subsidiaries
Quarterly Operating Statistics

	1Q 2018	2Q 2018	3Q 2018	4Q 2018	1Q 2019
Trading Days	61	64	63	64	61

Quarterly Average Daily Volume (ADV)⁽¹⁾

CME Group ADV (in thousands)

Product Line	1Q 2018	2Q 2018	3Q 2018	4Q 2018	1Q 2019
Interest rates	11,948	9,200	7,798	10,919	10,313
Equity indexes	4,096	3,086	2,671	4,510	3,161
Foreign exchange	1,100	1,035	944	942	885
Energy	2,754	2,630	2,199	2,665	2,331
Agricultural commodities	1,593	1,734	1,348	1,248	1,381
Metals	713	674	623	547	561
Total	22,204	18,359	15,584	20,831	18,633
Venue					
CME Globex	19,796	16,644	14,082	19,024	16,576
Open outcry	1,556	1,066	938	1,128	1,284
Privately negotiated	851	649	564	680	773
Total	22,204	18,359	15,584	20,831	18,633

1. ADV includes futures and options on futures only.

Average Rate Per Contract (RPC)

CME Group RPC

Product Line	1Q 2018	2Q 2018	3Q 2018	4Q 2018	1Q 2019
Interest rates	\$ 0.464	\$ 0.491	\$ 0.493	\$ 0.475	\$ 0.481
Equity indexes	0.781	0.797	0.761	0.715	0.757
Foreign exchange	0.762	0.741	0.743	0.720	0.763
Energy	1.140	1.142	1.187	1.150	1.159
Agricultural commodities	1.246	1.274	1.258	1.261	1.246
Metals	1.367	1.403	1.379	1.428	1.488
Average RPC	\$ 0.706	\$ 0.757	\$ 0.753	\$ 0.697	\$ 0.713

CME Group Inc. and Subsidiaries
Reconciliation of GAAP to non-GAAP Measures
(dollars in millions, except per share amounts; shares in thousands)

	Quarter Ended March 31,	
	2019	2018
Net Income Attributable to CME Group	\$ 496.9	\$ 598.8
Restructuring and severance	3.3	1.4
Amortization of purchased intangibles	80.7	23.7
Litigation matters	—	8.9
Acquisition-related costs ⁽¹⁾	7.9	9.5
Foreign exchange transaction (gains) losses ⁽²⁾	7.6	1.6
Unrealized and realized (gains) losses on investments	3.4	(1.1)
Loss on real estate sublease and related costs	0.4	—
Loss on derivatives	14.4	—
Income tax effect related to above	(27.8)	(9.3)
Other income tax items	(7.6)	—
Adjusted Net Income Attributable to CME Group	\$ 579.2	\$ 633.5
GAAP Earnings per Common Share Attributable to CME Group:		
Basic	\$ 1.39	\$ 1.76
Diluted	1.39	1.76
Adjusted Earnings per Common Share Attributable to CME Group:		
Basic	\$ 1.62	\$ 1.87
Diluted	1.62	1.86
Weighted Average Number of Common Shares:		
Basic	356,886	339,305
Diluted	358,047	340,747

1. Acquisition-related costs include professional fees and stock-based compensation.

2. Results include foreign exchange transaction net gains and losses principally related to cash held in British pounds within entities whose functional currency is the U.S. dollar.