

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

CHICAGO MERCANTILE EXCHANGE HOLDINGS INC.

-----  
(Exact Name of Registrant as Specified in Its Charter)

Delaware

36-4459170

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(State of Incorporation or Organization)

-----  
(I.R.S. Employer  
Identification no.)

30 South Wacker Drive, Chicago, Illinois

60606

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(Address of Principal Executive Offices)

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(Zip Code)

If this form relates to the  
registration of a class of securities  
pursuant to Section 12(b) of the  
Exchange Act and is effective  
pursuant to General Instruction  
A.(c), please check the following  
box.

If this form relates to the  
registration of a class of securities  
pursuant to Section 12(g) of the  
Exchange Act and is effective  
pursuant to General Instruction  
A.(d), please check the following  
box.

Securities Act registration statement file number to which this form relates:

333-90106

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(If applicable)

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

Title of  
Each Class  
Name of Each  
Exchange on  
Which to be  
so  
Registered  
Each Class  
is to be  
Registered -  
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Class A  
common  
stock, par  
value \$.01  
per share  
New York  
Stock  
Exchange  
Series A  
Junior  
Participating  
Preferred  
Stock  
Purchase  
Rights  
(rights are  
attached to  
the Class A

common  
stock)

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

None.

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

For a description of the securities to be registered hereunder, reference is made to the information set forth under the heading "Description of Capital Stock" in the Registrant's Prospectus, which constitutes part of the Registrant's Registration Statement on Form S-1, as amended (File No. 333-90106), filed under the Securities Act of 1933, as amended, which information is hereby incorporated herein by reference.

ITEM 2. EXHIBITS. The following documents are filed as exhibits to this registration statement.

1. Amended and Restated Certificate of Incorporation of Chicago Mercantile Exchange Holdings Inc. (incorporated by reference to Exhibit 3.1 to Chicago Mercantile Exchange Holdings Inc.'s Current Report on Form 8-K, filed with the SEC on December 4, 2001, File No. 0-33379).
2. Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Chicago Mercantile Exchange Holdings Inc. (incorporated by reference to Exhibit 3.2 to Chicago Mercantile Exchange Holdings Inc.'s Current Report on Form 8-K, filed with the SEC on May 16, 2002, File No. 0-33379).
3. Second Amended and Restated Bylaws of Chicago Mercantile Exchange Holdings Inc. (incorporated by reference to Exhibit 3.3 to Chicago Mercantile Exchange Holdings Inc.'s Current Report on Form 8-K, filed with the SEC on May 16, 2002, File No. 0-33379).
4. Rights Agreement, dated as of November 30, 2001, between Chicago Mercantile Exchange Holdings Inc. and Mellon Investor Services, LLC (incorporated by reference to Exhibit 4.1 to Chicago Mercantile Exchange Holdings Inc.'s Form 8-A, filed with the SEC on December 4, 2001).
5. First Amendment to Rights Agreement, dated as of November 13, 2002, between Chicago Mercantile Exchange Holdings Inc., Mellon Investor Services, LLC and Computershare Investor Services, LLC.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: November 29, 2002

CHICAGO MERCANTILE EXCHANGE  
HOLDINGS INC.

By: /s/ C.S. Donohue

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Name: Craig S. Donohue  
Title: Executive Vice President and  
Chief Administrative Officer

FIRST AMENDMENT TO RIGHTS AGREEMENT

This First Amendment to Rights Agreement (this "Amendment"), dated as of November 13, 2002 is by and among Chicago Mercantile Exchange Holdings Inc., a Delaware corporation (the "Company"), Mellon Investor Services, LLC, a New Jersey limited liability company ("Mellon"), and Computershare Investor Services, LLC, a Delaware limited liability company ("Computershare").

W I T N E S S E T H

WHEREAS, the Company and Mellon previously entered into a Rights Agreement (the "Rights Agreement"), dated as of November 30, 2001, under which Mellon was appointed to serve as the Rights Agent;

WHEREAS, Mellon desires to resign as Rights Agent and the Company desires to accept such resignation and appoint Computershare as successor Rights Agent under the Rights Agreement;

WHEREAS, pursuant to Section 27 of the Rights Agreement, the Company and the Rights Agent may supplement or amend the Rights Agreement from time to time in accordance with the provisions of Section 27 thereof; and

WHEREAS, in connection with the resignation of Mellon as Rights Agent and the appointment of Computershare as successor Rights Agent, the Board of Directors of the Company has determined that an amendment to the Rights Agreement as set forth herein is necessary and desirable, and the Company, Mellon and Computershare desire to evidence such amendment in writing.

NOW, THEREFORE, in consideration of the promises and the mutual agreements herein set forth, the parties hereby agree as follows:

Section 1. Resignation of Rights Agent. Mellon hereby resigns as Rights Agent under the Rights Agreement and the Company hereby accepts Mellon's resignation.

Section 2. Appointment of the Successor Rights Agent. The Company hereby appoints Computershare as successor Rights Agent under the Rights Agreement and Computershare hereby accepts such appointment to serve as Rights Agent. The appointment of Computershare as Rights Agent is deemed effective as of November 13, 2002.

Section 3. Waiver of Prior Written Notice. The Company, Mellon and Computershare each waive any requirements of prior written notice of a change of the Rights Agent under the Rights Agreement.

Section 4. Amendment of Rights Agreement. The Rights Agreement shall be amended as follows:

(a) "Computershare Investor Services, LLC" shall be substituted throughout the Rights Agreement and exhibits and other attachments thereto for "Mellon Investor Services, LLC", including substituting all abbreviations therefore. As of the Effective Date, all references in the Rights Agreement to "Rights Agent" shall be deemed to refer to Computershare, Mellon shall no longer be the Rights Agent and Computershare shall be fully responsible for all obligations of the Rights Agent under the Rights Agreement.

(b) Section 26 of the Rights Agreement is hereby amended by deleting the address for notice or demand to be given to the Rights Agent by the Company or by the holder of any Rights Certificate and substituting in lieu thereof the following:

Computershare Investor Services, LLC  
Two North LaSalle Street  
Chicago, Illinois 60602  
Attention: Relationship Manager

with a copy to:

Computershare Investor Services, LLC  
Two North LaSalle Street  
Chicago, Illinois 60602  
Attention: General Counsel

(c) Section 32 of the Rights Agreement is hereby amended by deleting

such section and substituting in lieu thereof the following:

GOVERNING LAW. This Agreement, each Right and each Rights Certificate issued hereunder shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts made and to be performed entirely within such State; PROVIDED, HOWEVER, that all provisions regarding the rights, duties and obligations of the Rights Agent shall be governed by and construed in accordance with the laws of the State of Illinois applicable to contracts made and to be performed entirely within such State.

Section 5. Continued Effectiveness. The parties hereto hereby acknowledge and agree that, except as specifically amended hereby, the Rights Agreement shall remain in full force and effect in accordance with its terms.

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Section 6. Governing Law. This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts made and to be performed entirely within such State.

Section 7. Execution in Counterparts. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute one and the same instrument.

Section 8. Except as otherwise expressly provided herein, or unless the context otherwise requires, all capitalized terms used herein have the meanings assigned to them in the Rights Agreement.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and effective as of the day and year above written.

CHICAGO MERCANTILE EXCHANGE HOLDINGS INC.

By: /s/ C.S. Donohue  
Name: Craig S. Donohue  
Title: Executive Vice President &  
Chief Administrative Officer

MELLON INVESTOR SERVICES, LLC

By: /s/ Susan R. Hogan  
Name: Susan R. Hogan  
Title: Vice President

COMPUTERSHARE INVESTOR SERVICES, LLC

By: /s/ Keith A. Bradley  
Name: Keith A. Bradley  
Title: Director, Client Services

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