

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): 02/24/2006**

**NYMEX Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 333-30332**

**DE**

(State or other jurisdiction of  
incorporation)

**13-4098266**

(IRS Employer  
Identification No.)

**One North End Avenue, World Financial Center, New York , NY 10282-1101**

(Address of principal executive offices, including zip code)

**(212) 299-2000**

(Registrant's telephone number, including area code)

(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:

- 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))

**Item 8.01. Other Events**

On February 24, 2006, NYMEX Holdings, Inc. (the "Company") issued a notice addressed to its stockholders and members (the "Notice to Members") to provide dial-in information for the NYMEX Stockholders informational meeting to be held on March 2, 2006 at 3:00 p.m. at the Company's headquarters regarding the proposed General Atlantic, LLC transaction.

The Notice to Members is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Forward Looking and Cautionary Statements**

This Notice to Members may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act, with respect to our future performance, operating results, strategy, and other future events. Such statements generally include words such as could, can, anticipate, believe, expect, seek, pursue, proposed, potential and similar words and terms, in connection with any discussion of future results, including our ability to consummate the proposed merger or the proposed private placement and to use the proceeds therefrom to make the extraordinary cash distribution and/or to pay fees and expenses incurred in connection with the merger or the private placement of Series A Preferred Stock to General Atlantic, and our exploration of and ability to consummate, including as a result of market conditions, a potential initial public offering or other strategic alternative. Forward-looking statements involve a number of assumptions, risks, and uncertainties, any of which may cause actual results to differ materially from the anticipated, estimated, or projected results referenced in the forward-looking statements. In particular, the forward-looking statements of NYMEX Holdings, Inc., and its subsidiaries are subject to the following risks and uncertainties: difficulties, delays, unexpected costs or the inability to consummate, in whole or in part, the proposed merger or the proposed private placement and to use the proceeds therefrom to make the extraordinary cash distribution and/or to pay fees and expenses incurred in connection with the merger or with the private placement, and our determination not, or difficulties, delays or unanticipated costs in our ability, including as a result of market conditions, to consummate a potential initial public offering or other strategic alternative; the success and timing of new futures contracts and products; changes in political, economic, or industry conditions; the unfavorable resolution of material legal proceedings; the impact and timing of technological changes and the adequacy of intellectual property protection; the impact of legislative and regulatory actions, including without limitation, actions by the Commodity Futures Trading Commission; and terrorist activities, international hostilities or natural disasters, which may affect the general economy as well as oil and other commodity markets. We assume no obligation to update or supplement our forward-looking statements.

**Statement Regarding Available Information**

Please note this is not intended to be a solicitation of proxy. In connection with the proposed private placement, NYMEX has filed with the Securities and Exchange Commission and distributed to its stockholders a proxy statement. NYMEX's stockholders are urged to read the proxy statement in its entirety, and any other related documents NYMEX may issue, because they will contain important information about NYMEX, the transaction, the persons soliciting proxies in connection with the transaction and the interests of these persons in the transaction and related matters. These documents may be obtained for free at the SEC's website ([www.sec.gov](http://www.sec.gov)). Additional information on how to obtain these documents from NYMEX will be made available to stockholders.

NYMEX, and its directors and executive officers, may be deemed to be participants in the solicitation of proxies from NYMEX's stockholders in connection with the proposed private placement. Information about the directors and executive officers of NYMEX and their ownership of NYMEX stock is set forth in the proxy statement. Information regarding the interests of NYMEX's directors and executive officers in the proposed private placement are included in the proxy statement.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibit

Exhibit 99.1 Notice to Members, dated February 24, 2006

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**Signature(s)**

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

NYMEX Holdings, Inc.

Date: February 24, 2006

By: /s/ Richard Kerschner

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Richard Kerschner  
Senior Vice President, Corporate Governance and  
Strategic Initiatives

## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
EX-99.1	Notice to Members

Notice No. **06-105**

February 24, 2006

**NYMEX Stockholders Informational Meeting Regarding the Proposed  
General Atlantic, LLC. Transaction --  
Thursday, March 2, 2006**

An informational meeting regarding the proposed General Atlantic, LLC. ("GA") transaction is scheduled to be held on **Thursday, March 2, 2006 at 3:00 p.m.** at NYMEX's headquarters located at One North End, 10<sup>th</sup> Floor, New York City. (See Notice No.: 06-90). This meeting will be open to NYMEX Stockholders **ONLY**.

NYMEX will provide a teleconference dial-in number to those NYMEX Stockholders who will be unable to attend this meeting. If you are a NYMEX Stockholder wishing to listen via teleconference, you **MUST** arrange to do so in advance by contacting [investorrelations@nymex.com](mailto:investorrelations@nymex.com) or Josephine Muli at 212-299-2329.

Please note that NYMEX Stockholders who participate via teleconference will be able to listen to the entire meeting, but will only be able to make inquiries during the question and answer period at the end of the session.

Please note that an audio replay and transcript of the meeting will be available to the public shortly after the meeting.