

**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): 02/26/2007

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))
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Item 8.01. Other Events

On February 23, 2007, NYMEX Holdings, Inc. (the "Company") issued a press release to announce the filing of a registration statement on Form S-3 and that it is currently considering a proposed secondary offering of shares of common stock of the Company. The press release is attached herewith as Exhibit 99.1 to this Current Report on Form 8-K.

On February 23, 2007, the Company also mailed to holders of its restricted common stock a letter and related materials to gauge the interest of such holders in participating in the proposed secondary offering. The materials require the holders of the Company's restricted common stock to respond to the letter and related materials on or before 5:00 p.m. on Wednesday, March 7, 2007.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

99.1 Press Release, dated February 23, 2007.

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 26, 2007

By: /s/ Richard Kerschner

Richard Kerschner
SVP - Corporate Governance and Strategic Initiatives

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--------------------|
| EX-99.1 | Press Release |

FOR IMMEDIATE RELEASE

Contact: Keil Decker

(212) 299-2209

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NYMEX FILES REGISTRATION STATEMENT

NEW YORK, NY, February 23, 2007 - NYMEX Holdings, Inc. (NYMEX), (NYSE: NMX), the parent company of the New York Mercantile Exchange, Inc., announced today that it has filed an automatic shelf registration statement on Form S-3 with the Securities and Exchange Commission.

NYMEX is considering a proposed secondary offering of shares of common stock issuable upon conversion of shares of Class A-1, A-2 and A-3 and Class B-1, B-2 and B-3 common stock of NYMEX. NYMEX's charter currently provides for transfer restrictions on the shares of the Class A-1, A-2 and A-3 and Class B-1, B-2 and B-3 common stock. The number of shares to be included in the proposed secondary offering would depend on the interest of the NYMEX stockholders participating in the proposed secondary offering, which will be determined on or about March 7, 2007.

There can be no assurance that NYMEX will pursue or consummate the proposed secondary offering at this time or at any time in the future.

Separately, NYMEX's board of directors is currently considering the adoption of a dividend policy. We expect that the declaration of any dividends, which in any event would not occur until after June 30, 2007, would be based on, among other things, NYMEX's continuing profitability and strategic and operating needs. As a result, there can be no assurance that future dividends will be paid, or if paid will be comparable with past dividends. From 2002 until NYMEX's initial public offering, NYMEX paid cash dividends at least twice per year.

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A registration statement relating to these securities became automatically effective and was filed with the Securities and Exchange Commission. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sales of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of any such state or other jurisdiction.

Forward Looking and Cautionary Statements

This press release 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, and similar words and terms, in connection with any discussion of future results. 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 forward-looking statements. In particular, the forward-looking statements of NYMEX Holdings, Inc., and its subsidiaries are subject to the following risks and uncertainties: 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 and international hostilities, 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.