CHICAGO MERCANTILE EXCHANGE HOLDINGS INC
Form S-8
May 14, 2003

As filed with the Securities and Exchange Commission on May 14, 2003
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

CHICAGO MERCANTILE EXCHANGE HOLDINGS INC.
(Exact name of registrant as specified in its charter)

Delaware	36-4459170
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

30 South Wacker Drive
Chicago, Illinois 60606
(312) 930-1000
(Address of Principal Executive Offices)

CHICAGO MERCANTILE EXCHANGE HOLDINGS INC.
AMENDED AND RESTATED OMNIBUS STOCK PLAN
(Full Title of Plan)

Kathleen M. Cronin, Esq.
Corporate Secretary
Chicago Mercantile Exchange Holdings Inc.
30 South Wacker Drive
Chicago, Illinois 60606
(312) 930-1000
(Name, Address and Telephone Number, including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Name of Plan	Title of Shares To Be Registered	Amount To Be Registered (2)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximu Aggregate Offering Price (3)
Chicago Mercantile Exchange Holdings Inc. Amended and Restated Omnibus Stock Plan	Class A Common Stock, par value $.01 per share (1)	1,300,000	$56.375	$73,287,500

(1) Including rights to acquire Series A Junior Participating Preferred Stock pursuant to the Registrant's rights plan.

(2) Together with an indeterminate number of shares of the Registrant's Class A common stock that may be necessary to adjust the number of shares reserved for issuance pursuant to the Registrant's Amended and Restated Omnibus Stock Plan as a result of a stock split, stock dividend or similar adjustment of the outstanding shares of the Registrant's Class A common stock. In accordance with Rule 416 under the Securities Act of 1933, as amended, such indeterminable number of additional shares as may be issuable as a result of such adjustments are also registered hereby.

(3) Estimated solely for the purpose of calculating the amount of the registration fee, pursuant to Rule 457(c) of the Securities Act of 1933, as amended, based upon the average of the high and low prices of the Registrant's Class A common stock on May 12, 2003, as reported on the New York Stock Exchange.

EXPLANATORY NOTE

On February 5, 2003, the Board of Directors of Chicago Mercantile Exchange Holdings Inc. (the "Company") amended the Company's Amended and Restated Omnibus Stock Plan (the "Plan") to increase the number of shares of the Company's Class A common stock reserved under the Plan by 1,300,000 shares from 2,745,975 shares to 4,045,975 shares, along with other modifications to the Plan (the "Amendment"), subject to shareholder approval. The Company's shareholders approved the Amendment at the Annual Meeting of Shareholders on April 22, 2003.

The Company is filing this Registration Statement on Form S-8 with the Securities and Exchange Commission (the "Commission") to register the additional shares of the Company's Class A common stock that may be issued under the Plan as a result of the above-described actions by the Company's Board of Directors and shareholders. In accordance with General Instruction E of Form S-8, the contents of the Company's Registration Statement on Form S-8 (Registration No. 333-60266), filed with the Commission on May 4, 2001, as amended by Post-Effective Amendment No. 1 thereto, filed with the Commission on July 31, 2002, are incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the information set forth below.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents heretofore filed with the Commission by the Company pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") are incorporated herein by reference:

(a) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003.

(b) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002, including portions of the Company's 2002 Annual Report to Shareholders and definitive Proxy Statement for the 2003 Annual Meeting of Shareholders incorporated therein by reference.

(c) The description of the Company's Class A common stock contained in the prospectus included in the Company's Registration Statement on Form S-1 (File No. 333-90106), as amended, incorporated by reference in the Company's Registration Statement on Form 8-A filed on November 29, 2002 (File No. 001-31553).

(d) The description of the Company's Rights Agreement and Series A Junior Participating Preferred Stock contained in the Company's Registration Statement on Form 8-A filed on December 4, 2001 (File No. 000-33379).

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS.

Exhibit Number	Description
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom (Illinois).
10.1	Chicago Mercantile Exchange Holdings Inc. Amended and Restated Omnibus Stock Plan, amended and restated effective as of April 22, 2003.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Skadden, Arps, Slate, Meagher & Flom (Illinois) (included in Exhibit 5.1).
24.1	Power of Attorney (included on signature page).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on May 14, 2003.

CHICAGO MERCANTILE EXCHANGE HOLDINGS INC.

By /s/ James J. McNulty
James J. McNulty

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Craig S. Donohue, David G. Gomach and Kathleen M. Cronin, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated below on May 14, 2003.

Signature	Title
/s/ James J. McNulty James J. McNulty	President and Chief Executive Officer and Director
/s/ Terrence A. Duffy Terrence A. Duffy	Chairman of the Board and Director Chief Financial Officer
/s/ David G. Gomach David G. Gomach	Managing Director and Chief Accounting Officer
/s/ Nancy W. Goble Nancy W. Goble	Managing Director and
/s/ Timothy R. Brennan Timothy R. Brennan	Director
/s/ Martin J. Gepsman Martin J. Gepsman	Director
/s/ Daniel R. Glickman Daniel R. Glickman	Director

/s/ Scott Gordon Scott Gordon	Director
/s/ Bruce F. Johnson Bruce F. Johnson	Director
/s/ Gary M. Katler Gary M. Katler	Director
/s/ Patrick B. Lynch Patrick B. Lynch	Director
Leo Melamed	Director
/s/ William P. Miller II William P. Miller II	Director
/s/ John D. Newhouse John D. Newhouse	Director
James E. Oliff	Director
/s/ William G. Salatich, Jr. William G. Salatich, Jr.	Director
/s/ John F. Sandner John F. Sandner	Director
/s/ Terry L. Savage Terry L. Savage	Director
/s/ Myron S. Scholes Myron S. Scholes	Director
/s/ William R. Shepard	Director

William R. Shepard

/s/ Howard J. Siegel   Director

Howard J. Siegel

/s/ David J. Wescott   Director

David J. Wescott

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