

CBOE Holdings, Inc.  
Form 8-K/A  
August 03, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 8-K/A**

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**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 17, 2011**

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**CBOE HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation)

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**001-34774**  
(Commission File Number)

**20-5446972**  
(IRS Employer Identification No.)

**400 South LaSalle Street**

**Chicago, Illinois 60605**

(Address of Principal Executive Offices)

Registrant's telephone number, including area code **(312) 786-5600**

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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 (16 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (16 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (16 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (16 CFR 240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

In connection with the results of the non-binding advisory vote on the frequency of future advisory votes on the compensation of the named executive officers of CBOE Holdings, Inc. (the Company ) at the Company s Annual Meeting of Stockholders held on May 17, 2011 (the Annual Meeting ), the Company s Board of Directors decided that a non-binding advisory vote to approve the compensation of the named executive officers of the Company will be included annually in the Company s proxy materials until the next vote on frequency, or until the Board of Directors elects to implement a different frequency for such advisory votes.

The voting results of the Annual Meeting were disclosed by the Company on a Current Report on Form 8-K filed on May 18, 2011 (the Original Report ). This Current Report on Form 8-K/A amends the Original Report solely for the purpose of disclosing the Company s decision on the frequency of future say-on-pay votes as described above.

**SIGNATURES**

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.

**CBOE HOLDINGS, INC.**  
(Registrant)

By: */s/ Joanne Moffic-Silver*  
Joanne Moffic-Silver  
Executive Vice President, General  
Counsel and Corporate Secretary

Dated: August 3, 2011