

NYMEX HOLDINGS INC
Form SC 13D/A
August 26, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Amendment No.3)

NYMEX Holdings, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

62948N104
(CUSIP Number)

Thomas J. Murphy
c/o General Atlantic Service Company, LLC
3 Pickwick Plaza
Greenwich, Connecticut 06830
Tel. No.: (203) 629-8600
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 22, 2008
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 62948N104
 SCHEDULE 13D

Page 2 of 12 Pages

1 NAME OF REPORTING PERSONS
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

General Atlantic LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X
 (b) O

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) OR 2(e)

O

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER
 NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH
 -0-

8 SHARED VOTING POWER
 -0-

9 SOLE DISPOSITIVE POWER
 -0-

10 SHARED DISPOSITIVE POWER
 -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 (see Instructions)

O

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 **0%**
TYPE OF REPORTING PERSON*

00

CUSIP NO. 62948N104
 SCHEDULE 13D

Page 3 of 12 Pages

1 NAME OF REPORTING PERSONS
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

General Atlantic Partners 82, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X
 (b) 0

3 SEC USE ONLY

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00

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 ITEMS 2(d) OR 2(e)

0

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER
-0-

8 SHARED VOTING POWER
-0-

9 SOLE DISPOSITIVE POWER
-0-

10

SHARED DISPOSITIVE POWER
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

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0

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14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 62948N104
 SCHEDULE 13D

Page 4 of 12 Pages

1 NAME OF REPORTING PERSONS
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

GAP Coinvestments III, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X
 (b) O

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OO

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Delaware

NUMBER OF
 SHARES
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 REPORTING
 PERSON
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7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

-0-

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-0-

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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14 TYPE OF REPORTING PERSON*

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CUSIP NO. 62948N104
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Page 5 of 12 Pages

1 NAME OF REPORTING PERSONS
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

GAP Coinvestments IV, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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Page 6 of 12 Pages

1 NAME OF REPORTING PERSONS
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GapStar LLC

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SHARED DISPOSITIVE POWER

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CUSIP NO. 62948N104
 SCHEDULE 13D

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1 NAME OF REPORTING PERSONS
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

GAP Coinvestments CDA, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X
 (b) 0

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 (see Instructions)

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0%

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSONS
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

GAPCO GmbH & Co. KG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X
 (b) O

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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O

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Germany

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
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 REPORTING
 PERSON
 WITH

7 SOLE VOTING POWER
-0-

8 SHARED VOTING POWER
-0-

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0%

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1 NAME OF REPORTING PERSONS
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

GAPCO Management GmbH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X

(b) O

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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Germany

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
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 REPORTING
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 WITH

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-0-

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 (see Instructions)

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0%

14 TYPE OF REPORTING PERSON*

CO

Item 1. Security and Issuer.

This Amendment No. 3 to Schedule 13D is being filed by the undersigned to amend and supplement the Statement on Schedule 13D, dated March 21, 2006 (the "Original 13D"), as amended by Amendment No. 1 to Schedule 13D, dated May 21, 2007 ("Amendment No. 1"), and as amended by Amendment No. 2 to Schedule 13D, dated March 17, 2008 ("Amendment No. 2"), with respect to the shares of common stock, par value \$0.01 per share (the "Common Stock"), of NYMEX Holdings, Inc. a Delaware corporation (the "Company"). The address of the principal executive office of the Company is One North End Avenue, World Financial Center, New York, New York 10282.

Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Original 13D, as amended by Amendment No. 1 and Amendment No. 2.

Item 2. Identity and Background.

No change.

Item 3. Source and Amount of Funds or Other Consideration.

No change.

Item 4. Purpose of Transaction.

Item 4 is hereby amended by adding the following at the end thereof:

The Reporting Persons disposed of all of the Common Stock in connection with the consummation of the Merger on August 22, 2008.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated as follows:

- (a) As of the date hereof, as a result of the consummation of the Merger, the Reporting Persons each own of record no shares of Common Stock.
- (b) None.
- (c) Except as set forth herein, to the knowledge of the Reporting Persons with respect to the persons named in response to paragraph (a), none of the persons named in response to paragraph (a) has effected any transactions in shares of Common Stock during the past 60 days.
- (d) No person other than the persons listed is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any securities owned by any member of the group.

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(e) On August 22, 2008, upon the consummation of the Merger, the Reporting Persons ceased to be the beneficial owner of any shares of Common Stock.

Item 6. Contracts, Arrangements, Understandings or Relationship With Respect to the Issuer.

No change.

Item 7. Materials to be Filed as Exhibits.

None.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 25, 2008

GENERAL ATLANTIC LLC

By: /s/ Matthew Nimetz
Name: Matthew Nimetz

Title: Managing Director

GENERAL ATLANTIC PARTNERS 82, L.P.

By: General Atlantic LLC,
Its general partner

By /s/ Matthew Nimetz
Name: Matthew Nimetz

Title: Managing Director

GAP COINVESTMENTS III, LLC

By: /s/ Matthew Nimetz
Name: Matthew Nimetz

Title: Managing Director

GAP COINVESTMENTS IV, LLC

By: /s/ Matthew Nimetz
Name: Matthew Nimetz

Title: Managing Director

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GAPSTAR, LLC

By: General Atlantic LLC,
Its sole member

By: /s/ Matthew Nimetz
Name: Matthew Nimetz

Title: Managing Director

GAP COINVESTMENTS CDA, L.P.

By: General Atlantic LLC,
Its general partner

By: /s/ Matthew Nimetz
Name: Matthew Nimetz

Title: Managing Director

GAPCO GMBH & CO. KG

By: GAPCO Management GmbH,
Its general partner

By: /s/ Matthew Nimetz
Name: Matthew Nimetz

Title: Managing Director

GAPCO MANAGEMENT GMBH

By: /s/ Matthew Nimetz
Name: Matthew Nimetz

Title: Managing Director