

CBOE Holdings, Inc.
Form SC TO-I/A
November 01, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Amendment No. 2

to

SCHEDULE TO

**TENDER OFFER STATEMENT
UNDER**

**SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

CBOE HOLDINGS, INC.

(Name of Subject Company)

CBOE HOLDINGS, INC.

(Name of Filing Person)

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Class A-2 Common Stock, par value \$0.01 per share

(Title of Class of Securities)

N/A

(CUSIP Number of Class of Securities)

Joanne Moffic-Silver

Executive Vice President, General Counsel & Corporate Secretary

CBOE Holdings, Inc.

400 South LaSalle Street

Chicago, Illinois 60605

(312) 786-5600

(Name, Address and Telephone Numbers of Person Authorized to Receive Notices and

Communications on Behalf of Filing Person)

With a copy to:

David McCarthy

Richard Miller

Schiff Hardin LLP

233 S. Wacker Drive

Chicago, Illinois 60606

(312) 258-5500

CALCULATION OF FILING FEE

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Transaction Valuation(1)

\$149,592,825

Amount of Filing Fee(2)

\$10,666

(1) Estimated for purposes of calculating amount of filing fee only. This amount assumes the purchase of a total of 6,648,570 shares of the outstanding class A-2 common stock, par value \$0.01 per share, at the tender offer price of \$22.50 per share.

(2) The fee is \$71.30 per \$1,000,000 of the aggregate offering amount (or .00007130 of the aggregate transaction valuation), calculated pursuant to Rule 0-11 of the Securities Exchange Act of 1934, as amended.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.

Amount Previous Paid: \$10,666
Form or Registration No.: Schedule TO

Filing Party: CBOE Holdings, Inc.
Date Filed: October 13, 2010

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 2 to the Tender Offer Statement on Schedule TO relates to the offer by CBOE Holdings, Inc., a Delaware corporation (the Company), to purchase up to 6,648,570 shares of its class A-2 common stock, par value \$0.01 per share, or such lesser number of shares as is validly tendered and not properly withdrawn, at a price of \$22.50 per share, in cash, without interest. The Company's offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 13, 2010 (the Offer to Purchase) and in the related Letter of Transmittal (the Letter of Transmittal), which, as each is amended and supplemented from time to time, together constitute the Offer.

This Amendment No. 2 to the Tender Offer Statement on Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4 of the Securities Exchange Act of 1934, as amended. Copies of the Offer to Purchase and the related Letter of Transmittal were previously filed with the Schedule TO as Exhibits 99(a)(1)(i) and 99(a)(1)(ii), respectively.

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

99(a)(5)(iii) Notice to Certain Holders, dated November 1, 2010

SIGNATURE

After due inquiry and to the best of her knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 1, 2010

CBOE HOLDINGS, INC.

By:

/s/ JOANNE MOFFIC-SILVER
Joanne Moffic-Silver
*Executive Vice President, General Counsel
& Corporate Secretary*

EXHIBIT INDEX

- 99(a)(1)(i) Offer to Purchase, dated October 13, 2010.*
- 99(a)(1)(ii) Letter of Transmittal.*
- 99(a)(5)(i) Letter to Shareholders from William J. Brodsky, Chairman and Chief Executive Officer of CBOE Holdings, Inc., dated October 13, 2010.*
- 99(a)(5)(ii) Press Release, dated October 13, 2010.*
- 99(a)(5)(iii) Notice to Certain Holders, dated November 1, 2010
- 99(d)(2) Amended and Restated Certificate of Incorporation of CBOE Holdings, Inc. (incorporated by reference to Annex C to the Registration Statement on Form S-4 (333-140574) of CBOE Holdings, Inc.)

* Previously filed.