

Edgar Filing: NYSE Euronext - Form SC 13D/A

NYSE Euronext  
Form SC 13D/A  
April 05, 2007

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2)

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NYSE EURONEXT, INC.  
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
(Title of Class of Securities)

629491101  
(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)

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APRIL 4, 2007  
(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), 1(f) or 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-1(a) 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 ("Act") 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).

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629491101

Page 2 of 12

1 NAME OF REPORTING PERSON  
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)   
(b)

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)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

8,276,704

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

8,276,704

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,276,704

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

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

3.2%

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14 TYPE OF REPORTING PERSON

OO

629491101

Page 3 of 12

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

General Atlantic Partners 77, L.P.

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3.2%

14 TYPE OF REPORTING PERSON

PN

629491101

Page 4 of 12

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

GAP Coinvestment Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

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[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.2%

14 TYPE OF REPORTING PERSON  
PN

629491101

Page 5 of 12

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
GapStar, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]  
(b) [ ]

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)

[ ]

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Delaware

7 SOLE VOTING POWER  
-0-

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NUMBER OF SHARES  
8,276,704

9 SOLE DISPOSITIVE POWER  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
-0-

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14 TYPE OF REPORTING PERSON

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629491101

Page 6 of 12

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

GAP-W Holdings, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
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14 TYPE OF REPORTING PERSON

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629491101

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1 NAME OF REPORTING PERSON  
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)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

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629491101

Page 8 of 12

1 NAME OF REPORTING PERSON  
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GAPCO Management GmbH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
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14 TYPE OF REPORTING PERSON

CO

629491101

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ITEM 1. SECURITY AND ISSUER.

This Amendment No. 2 to Schedule 13D is filed by the undersigned to amend and supplement the Schedule 13D, dated March 8, 2006, as amended by Amendment No. 1 to Schedule 13D, dated May 11, 2006, with respect to the shares of common stock, par value \$0.01 per share (the "Common Stock"), of NYSE Euronext, Inc., a Delaware corporation (the "Company"). The address of the principal executive office of the Company is 11 Wall Street, 6th Floor, New York, New York 10005.

ITEM 2. IDENTITY AND BACKGROUND.

Item 2 is hereby amended and restated as follows:

This statement is being filed by a group, as defined in Rule 13d-5 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The members of the group are General Atlantic LLC, a Delaware limited liability company ("GA"), General Atlantic Partners 77, L.P., a Delaware limited partnership ("GAP 77"), GapStar, LLC, a Delaware limited liability company ("GapStar"), GAP-W Holdings, L.P., a Delaware limited partnership ("GAP-W"), GAP Coinvestment Partners II, L.P., a Delaware limited partnership ("GAPCO II"), GAPCO GmbH & Co. KG, a German limited partnership ("KG"), and GAPCO Management GmbH, a German corporation ("GmbH Management" and, collectively with GA, GAP 77, GapStar, GAP-W, GAPCO II and KG, the "Reporting Persons"). The Reporting Persons (other than KG and GmbH Management) are located c/o General Atlantic Service Company, LLC, 3 Pickwick Plaza, Greenwich, Connecticut 06830. KG and GmbH Management are located c/o General Atlantic GmbH, Koenigsallee 62, 40212 Duesseldorf, Germany. Each of the Reporting Persons is engaged in acquiring, holding and disposing of interests in various companies for investment purposes.

GA is the general partner of each of GAP 77 and GAP-W. GA is also the sole member of GapStar. GmbH Management is the general partner of KG. The Managing

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Directors of GA are Steven A. Denning (Chairman), William E. Ford (Chief Executive Officer), H. Raymond Bingham, Peter L. Bloom, Mark F. Dzialga, Klaus Esser, Vince Feng, William O. Grabe, Abhay Havaladar, David C. Hodgson, Rene M. Kern, Jonathan Korngold, Christopher J. Lanning, Anton J. Levy, Marc F. McMorris, Thomas J. Murphy, Matthew Nimetz, Andrew C. Pearson, David A. Rosenstein, Franchon M. Smithson, Tom C. Tinsley, Philip P. Trahanas and Florian P. Wendelstadt (collectively, the "GA Managing Directors"). The general partners of GAPCO II are GA Managing Directors. The business address of each of the GA Managing Directors (other than Messrs. Esser, Feng, Havaladar, Bingham, Tinsley and Wendelstadt) is General Atlantic Service Company, LLC, 3 Pickwick Plaza, Greenwich, Connecticut 06830. The business address of Mr. Esser is General Atlantic GmbH, Koenigsallee 62, 40212, Duesseldorf, Germany. The business address of Mr. Feng is General Atlantic Service Company, LLC, 18/F One International Finance Centre, 1 Harbour View Street, Central, Hong Kong. The business address of Mr. Havaladar is General Atlantic Private Limited, 151-152, 15th Floor, Maker Chamber VI, 220 Nariman Point, Mumbai 400 021, India. The business address of Mr. Bingham is General Atlantic Service Company, LLC, 228 Hamilton Avenue, Palo Alto, California 94301. The business address of Mr. Tinsley is General Atlantic Service Company, LLC, 2401 Pennsylvania Avenue N.W., Washington D.C. 20037. The business address of Mr. Wendelstadt is General Atlantic Limited, 83 Pall Mall, Fourth Floor, London SW1Y 5ES, United Kingdom. Each of the GA Managing Directors, other than Messrs. Esser, Havaladar, Kern and Wendelstadt, is a citizen of the United States. Messrs. Esser, Kern and Wendelstadt are citizens of Germany; Mr. Feng is a citizen of the United States and Taiwan; and Mr. Havaladar is a citizen of India. The present principal occupation or employment of each of the GA Managing Directors is as a Managing Director of GA.

None of the Reporting Persons and none of the individuals listed above has, during the last five years, been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction or subject to any judgment, decree or final order finding any violation of federal or state securities laws or enjoining future violations of, or prohibiting or mandating activities subject to, such laws.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 is hereby amended to add the following at the end thereof:

On April 4, 2007, pursuant to the terms of the Combination Agreement, dated as of June 1, 2006 as amended and restated as of November 24, 2006 (the "Combination Agreement"), by and among NYSE Group, Inc. ("NYSE Group"), Euronext N.V. ("Euronext"), the Company and Jefferson Merger Sub, Inc. ("Merger Sub"), NYSE Group become a wholly owned subsidiary of the Company. After a series of combinations and transactions between the parties to the Combination Agreement, NYSE Group's business was brought under the Company through a merger of NYSE Group and Merger Sub (the "Merger") that occurred on April 4, 2007, with Merger Sub continuing as the surviving corporation and changing its name to "NYSE Group, Inc." Prior to the completion of the Merger, GA, GAP 77, GAP-W, GapStar, GAPCO II, KG and GmbH Management each owned of record, no shares of common stock of NYSE Group, 5,384,509 shares of common stock of NYSE Group, 2,333,995 shares of common stock of NYSE Group, 96,813 shares of common stock of NYSE Group, 450,919 shares of common stock of NYSE Group, 10,468 shares of common stock of NYSE Group and no shares of common stock of NYSE Group, respectively. As a result of the closing of the Merger on April 4, 2007, each share of common stock of NYSE Group held by GAP 77, GAP-W, GapStar, GAPCO II and KG was converted into the right to receive one share of Common Stock of the Company.

ITEM 4. PURPOSE OF THE TRANSACTION.

Unchanged.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and restated as follows:

(a) As of the date hereof, GA, GAP 77, GAP-W, GapStar, GAPCO II, KG and GmbH Management each own of record, no shares of Common Stock, 5,384,509 shares of Common Stock, 2,333,995 shares of Common Stock, 96,813 shares of Common Stock, 450,919 shares of Common Stock, 10,468 shares of Common Stock and no shares of Common Stock, respectively, representing 0.0%, 2.1%, 0.9%, 0.0%, 0.2%, 0.0% and 0.0% of the Company's issued and outstanding shares of Common Stock.

By virtue of the fact that (i) GA is the general partner of GAP 77 and GAP-W, (ii) the general partners authorized and empowered to vote and dispose of the securities held by GAPCO II are GA Managing Directors, (iii) GA is the sole member of GapStar and (iv) the GA Managing Directors are authorized and empowered to vote and dispose of the securities held by KG and GmbH Management, the Reporting Persons may be deemed to share voting power and the power to direct the disposition of the shares of Common Stock, which each owns of record. As of the date hereof, each of the Reporting Persons may be deemed to own beneficially an aggregate of 8,276,704 shares of Common Stock, or 3.2% of the Common Stock.

(b) Each of the Reporting Persons has the shared power to direct the vote and the shared power to direct the disposition of the 8,276,704 shares of Common Stock that may be deemed to be owned beneficially by each of them.

(c) Except as set forth in Item 3 hereof, which is hereby incorporated by reference, 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.

(e) The Reporting Persons ceased to be beneficial owners of more than 5% of the Common Stock on April 4, 2007.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIP WITH RESPECT TO THE ISSUER.

Unchanged.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS.

Unchanged.

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SIGNATURES

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: APRIL 5, 2007

GENERAL ATLANTIC LLC

By: /s/ Thomas J Murphy

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Name: Thomas J. Murphy  
Title: Managing Director

GENERAL ATLANTIC PARTNERS 77, L.P.

By: General Atlantic LLC,  
Its general partner

By: /s/ Thomas J Murphy

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Name: Thomas J. Murphy  
Title: Managing Director

GAP COINVESTMENT PARTNERS II, L.P.

By: /s/ Thomas J Murphy

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Name: Thomas J. Murphy  
Title: Attorney-in-Fact

GAP-W HOLDINGS, L.P.

By: General Atlantic LLC,  
Its general partner

By: /s/ Thomas J Murphy

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Name: Thomas J. Murphy  
Title: Managing Director

GAPSTAR, LLC

By: General Atlantic LLC,  
Its sole member

By: /s/ Thomas J Murphy

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Name: Thomas J. Murphy

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Title: Managing Director

GAPCO GMBH & CO. KG

By: GAPCO Management GmbH,  
Its general partner

By: /s/ Matthew Nimetz

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Name: Matthew Nimetz  
Title: Managing Director

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629491101  
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GAPCO MANAGEMENT GMBH

By: /s/ Matthew Nimetz

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Name: Matthew Nimetz  
Title: Managing Director