

CBOE Holdings, Inc.  
Form 4  
March 02, 2017

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hemsley Mark S

(Last) (First) (Middle)

C/O CBOE HOLDINGS, INC, 400  
SOUTH LASALLE STREET

(Street)

CHICAGO, IL 60605

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CBOE Holdings, Inc. [CBOE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/28/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

EVP, President Europe

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (1) (2)	(A) or (D)	Price
Common Stock	02/28/2017		A		111,431	A	(1) 111,431

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	02/28/2017		A	7,413	(4)	(4)	Common Stock	7,413
Restricted Stock Units	(3)	02/28/2017		A	3,707	(5)	(5)	Common Stock	3,707
Stock Option (6)	\$ 22.08	02/28/2017		A	14,039	02/28/2017	01/31/2020	Common Stock	14,039

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hemsley Mark S C/O CBOE HOLDINGS, INC 400 SOUTH LASALLE STREET CHICAGO, IL 60605			EVP, President Europe	

## Signatures

Patrick Sexton 03/02/2017  
 \*\*Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Received upon conversion of 285,902 shares of Bats Global Markets, Inc. ("Bats") common stock, included 159,215 Bats unvested restricted shares pursuant to the Agreement and Plan of Merger, dated as of September 25, 2016 (the "Merger Agreement"), by and among CBOE Holdings, Inc. ("CBOE Holdings"), CBOE Corporation, CBOE V, LLC and Bats. On the effective date of the merger, the closing price of CBOE Holdings' common stock was \$78.05 per share, and the closing price of Bats' common stock was \$35.13.

(2) Includes 7,129 shares of unvested restricted stock, which vest on December 1, 2017; 13,906 shares of unvested restricted stock, half of which vest on each of December 1, 2017 and December 1, 2018; 17,288 shares of unvested restricted stock, a third of which vest on each of December 1, 2017, December 1, 2018 and December 1, 2019; 24,291 shares of unvested restricted stock, a third of which will vest on each of January 13, 2018, January 13, 2019 and January 13, 2020; 5,932 shares of unvested restricted stock, which vest ratably over three years; and 2,333 shares of unvested restricted stock, which vest ratably over three years.

(3) Each restricted stock unit represents a contingent right to receive one share of CBOE Holdings common stock.

(4) The restricted stock units vest on February 28, 2020.

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- (5) The restricted stock units vest in three equal annual installments, beginning on February 28, 2018.
- (6) Represents an option to purchase shares of Bats common stock that was converted to an option to purchase shares of CBOE Holdings common stock pursuant to the Merger Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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