

Interactive Brokers Group, Inc.  
Form 8-K  
April 29, 2014

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): April 24, 2014

INTERACTIVE BROKERS GROUP, INC.  
(Exact Name of Registrant as Specified in its Charter)

|   |                          |  |
|---|--------------------------|--|
| Delaware  | 001-33440                | 30-0390693                                 |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification<br>Number) |

One Pickwick Plaza, Greenwich, CT 06830  
(Address of Principal Executive Offices) (Zip Code)

(203) 618-5800  
(Registrant's Telephone Number, Including Area Code)

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

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 (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17

CFR 240.13e-4(c)

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Item Submission of Matters to a Vote of Security Holders  
5.07

The annual meeting of stockholders of Interactive Brokers Group, Inc. (the "Company") was held on April 24, 2014.

The stockholders voted on proposals to elect directors to the Company's Board of Directors (the "Board"), to approve an amendment to the Company's 2007 Stock Incentive Plan to increase the number of shares of Class A Common Stock authorized and reserved for issuance from 20 million to 30 million shares and to ratify the appointment of Deloitte & Touche LLP as independent auditor.

All nominees for election to the Board were elected for a one year term expiring at the annual meeting of stockholders in the following year. Each director will hold office until his successor has been elected and qualified or until the director's earlier resignation or removal.

The number of votes cast for or against and the number of abstentions with respect to each proposal is set forth below. The Company's independent inspector of election reported the vote of the stockholders as follows:

| Election of Directors (percentages shown are of the votes cast) | For                   | Against             | Abstain         | Broker Non-Vote |
|---|-----------------------|---------------------|-----------------|-----------------|
| Thomas Peterffy   | 367,273,959<br>95.19% | 18,514,850<br>4.80% | 30,986<br>0.01% | 10,125,954      |
| Earl H. Nemser  | 366,789,892<br>95.07% | 19,012,163<br>4.93% | 17,740<br>0.00% | 10,125,954      |
| Paul J. Brody   | 371,682,240<br>96.34% | 14,122,731<br>3.66% | 14,824<br>0.00% | 10,125,954      |
| Milan Galik   | 376,242,008<br>97.52% | 9,562,962<br>2.48%  | 14,825<br>0.00% | 10,125,954      |
| Lawrence E. Harris  | 385,124,110<br>99.82% | 675,162<br>0.17%    | 20,523<br>0.01% | 10,125,954      |
| Hans R. Stoll   | 385,491,035<br>99.91% | 309,309<br>0.08%    | 19,451<br>0.01% | 10,125,954      |
| Wayne Wagner  | 385,515,390<br>99.92% | 284,954<br>0.07%    | 19,451<br>0.01% | 10,125,954      |
| Richard Gates   | 385,471,230<br>99.91% | 329,114<br>0.08%    | 19,451<br>0.01% | 10,125,954      |

Stockholders approved the amendment to the Company's 2007 Stock Incentive Plan to increase the number of shares of Class A Common Stock authorized and reserved for issuance from 20 million to 30 million shares by a vote of 359,764,761 for; 26,019,394 against; 35,640 abstentions; and 10,125,954 broker non-votes.

Stockholders approved the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2014, by a vote of 395,185,597 for; 708,723 against; and 51,429

abstentions.



SIGNATURE

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.

Dated: April 29, 2014

INTERACTIVE BROKERS GROUP, INC.

|        |   |
|--------|---|
| By:    | /s/ Paul J. Brody                                   |
| Name:  | Paul J. Brody                                       |
| Title: | Chief Financial Officer, Treasurer<br>and Secretary |

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