

GFI Group Inc.
Form 3
August 11, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â CME GROUP INC.</p> <p>(Last) (First) (Middle)</p> <p>20 SOUTH WACKER DRIVE</p> <p>(Street)</p> <p>CHICAGO,Â ILÂ 60606</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/30/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GFI Group Inc. [GFIG]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
--	--	---	---	---	---

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	0	I	See Footnotes <u>(1)</u> <u>(2)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

Shares (I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CME GROUP INC. 20 SOUTH WACKER DRIVE CHICAGO, IL 60606		X		

Signatures

Kathleen M. Cronin - Senior
Managing Director, General
Counsel and Corporate Secretary

08/11/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

The Reporting Person is filing this Form 3 solely due to the entry into a support agreement (the "Support Agreement") by and among CME Group Inc. ("CME") and certain shareholders of GFI Group Inc. (the "Issuer"). The Reporting Person also filed a Schedule 13D on August 11, 2014. The Support Agreement was entered into in connection with the Agreement and Plan of Merger (the "Merger

- (1) Agreement"), dated as of July 30, 2014, by and among CME, the Issuer, Commodore Acquisition Corp. ("Merger Sub 1") and Commodore Acquisition LLC ("Merger Sub 2"). As a result of certain provisions contained in the Support Agreement, the Reporting Person may be deemed to have beneficial ownership of the shares of the Issuer's common stock (the "Shares") covered by the Support Agreement (an aggregate of 48,209,304 Shares, which represents approximately 38.1% of the Issuer's total outstanding Shares

(Continued from footnote 1) based on 126,487,416 Shares reported outstanding as of July 30, 2014 (as represented in the Merger Agreement)) for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Reporting Person expressly disclaims any beneficial ownership of the securities reported herein, and the Reporting Person does not have any

- (2) pecuniary interest (as defined in Rule 16a-1(a)(2) of the Exchange Act) in any of the Shares subject to the Support Agreement. The Reporting Person declares that the filing of this Form 3 shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities in this Form 3. For additional information regarding the Support Agreement and the Merger Agreement, see Schedule 13D filed by CME with the Securities and Exchange Commission on August 11, 2014.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.