

CBOE Holdings, Inc.
Form 8-K/A
August 03, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 8-K/A

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **May 17, 2011**

CBOE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

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001-34774
(Commission File Number)

20-5446972
(IRS Employer Identification No.)

400 South LaSalle Street

Chicago, Illinois 60605

(Address of Principal Executive Offices)

Registrant's telephone number, including area code **(312) 786-5600**

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 (16 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (16 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (16 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (16 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

In connection with the results of the non-binding advisory vote on the frequency of future advisory votes on the compensation of the named executive officers of CBOE Holdings, Inc. (the "Company") at the Company's Annual Meeting of Stockholders held on May 17, 2011 (the "Annual Meeting"), the Company's Board of Directors decided that a non-binding advisory vote to approve the compensation of the named executive officers of the Company will be included annually in the Company's proxy materials until the next vote on frequency, or until the Board of Directors elects to implement a different frequency for such advisory votes.

The voting results of the Annual Meeting were disclosed by the Company on a Current Report on Form 8-K filed on May 18, 2011 (the "Original Report"). This Current Report on Form 8-K/A amends the Original Report solely for the purpose of disclosing the Company's decision on the frequency of future say-on-pay votes as described above.

SIGNATURES

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.

CBOE HOLDINGS, INC.
(Registrant)

By: */s/ Joanne Moffic-Silver*
Joanne Moffic-Silver
Executive Vice President, General
Counsel and Corporate Secretary

Dated: August 3, 2011