

CBOE Holdings, Inc.
Form 4
March 07, 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 *
Mitchell Christopher

(Last) (First) (Middle)

C/O SPECTRUM EQUITY, ONE INTERNATIONAL PLACE

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2017

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)

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 Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	(A) or (D)	Price			
Common Stock	03/03/2017			S	250,000	D	\$ 78.3206 (1)	884,970	I	See Footnotes (2) (4)
Common Stock	03/03/2017			S	1,000	D	\$ 78.5638 (5)	883,970	I	See Footnotes (3) (4)
Common Stock	03/06/2017			S	171,184	D	\$ 78.1998 (6)	712,786	I	See Footnotes (4) (7)
Common Stock	03/07/2017			S	47,816	D	\$ 78.1597	664,970	I	See Footnotes

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shares sold at each separate price.

- (2) Spectrum Equity Investors VI, L.P. ("SEI VI") is the holder of record of 882,493 shares, Spectrum VI Co-Investment Fund, L.P. ("Co-Investment Fund") is the holder of record of 344 shares and Spectrum VI Investment Managers' Fund, L.P. ("IMF") is the holder of record of 2,133 shares following the reported transaction.
- (3) SEI VI is the holder of record of 881,497 shares, Co-Investment Fund is the holder of record of 343 shares and IMF is the holder of record of 2,130 shares following the reported transaction.
- (4) The general partner of SEI VI is Spectrum Equity Associates VI, L.P., the general partner of which is SEA VI Management, LLC ("SEA VI LLC"). The general partner of IMF and Co-Investment Fund is SEA VI LLC. The Reporting Person may be deemed to share the voting and dispositive power over securities beneficially owned by SEA VI LLC. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest.
- (5) The price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$78.50 to \$78.62 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, full information regarding the number of shares sold at each separate price.
- (6) The price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$78.00 to \$78.53 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, full information regarding the number of shares sold at each separate price.
- (7) SEI VI is the holder of record of 710,792 shares, Co-Investment Fund is the holder of record of 276 shares and IMF is the holder of record of 1,718 shares following the reported transaction.
- (8) The price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$77.83 to \$78.38 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, full information regarding the number of shares sold at each separate price.
- (9) SEI VI is the holder of record of 663,110 shares, Co-Investment Fund is the holder of record of 257 shares and IMF is the holder of record of 1,603 shares following the reported transaction.
- (10) The Reporting Person inadvertently reported direct beneficial ownership of 1,135,240 shares in the Form 4 filed March 3, 2017. The Reporting Person directly beneficially owns 270 shares.

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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