

GFI Group Inc.  
Form 3  
August 11, 2014

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

OMB APPROVAL

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**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)

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

**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.<br>20 SOUTH WACKER DRIVE<br>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.

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