

CBOE Holdings, Inc.  
Form 8-A12G  
April 29, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**CBOE HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**20-5446972**  
(I.R.S. Employer Identification No.)

**400 South LaSalle Street**  
**Chicago, Illinois 60605**  
(Address of principal executive offices)

**60605**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act: **None.**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

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If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-140574**  
(If applicable)

Securities to be registered pursuant to Section 12(g) of the Act: **Class A-2 Common Stock, \$0.01 par value per share.**

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**Item 1. Description of Registrant's Securities to be Registered**

CBOE Holdings, Inc. (the Registrant) hereby incorporates by reference the description of its Class A-2 Common Stock, \$0.01 par value per share, to be registered hereunder, contained under the heading Description of CBOE Holdings Capital Stock in the Registrant's Registration Statement on Form S-4 (File No. 333-140574), as originally filed with the Securities and Exchange Commission on February 9, 2007, as amended (the Registration Statement).

**Item 2. Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amended and Restated Certificate of Incorporation of CBOE Holdings, Inc. (incorporated by reference to Annex C to Amendment No. 7 to the Registration Statement filed on April 26, 2010).
3.2	Amended and Restated Bylaws of CBOE Holdings, Inc. (incorporated by reference to Annex D to Amendment No. 7 to the Registration Statement filed on April 26, 2010).

**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: April 29, 2011