

NYSE Group, Inc.
Form 8-K
November 03, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K
CURRENT REPORT

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

Date of report (Date of earliest event reported): November 1, 2006

NYSE Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of
Incorporation)

001-32829

(Commission File Number)

20-2786071

(IRS Employer
Identification No.)

11 Wall Street, New York, NY

(Address of Principal Executive
Offices)

10005

(Zip Code)

Registrant's telephone number, including area code: **(212) 656-3000**

Not Applicable

(Former name or former address, if changed since last report)

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 (see General Instructions A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.02 Termination of Material Definitive Agreements.

In conjunction with the completion of the share purchase described in Item 8.01 below, the Shareholders' Agreement, dated as of July 17, 1972, as amended, and the participation of the American Stock Exchange LLC ("Amex") in the Facilities Management Agreement dated February 23, 1977, as amended, each agreement by and among New York Stock Exchange, Inc. (together with its successor, "NYSE"), the American Stock Exchange, Inc. and Securities Industry Automation Corporation ("SIAC"), have been terminated as of November 1, 2006.

The Shareholders' Agreement provided for the management of SIAC by its two shareholders, Amex and NYSE. Under the Facilities Management Agreement, SIAC provided technology services to NYSE and its subsidiaries and to Amex. SIAC will continue to provide services to NYSE Group, Inc. ("NYSE Group") and its affiliates under the Facilities Management Agreement. SIAC has also agreed to provide substantially reduced services to Amex as a customer under a new services agreement.

Item 8.01. Other Events.

On November 1, 2006, NYSE Group issued a press release announcing that as of that date it had completed the purchase of the common shares representing the entire one-third interest of Amex in SIAC for approximately \$40,000,000. As a result of the purchase, SIAC is now a wholly owned subsidiary of NYSE Group. A copy of the press release is filed as Exhibit 99.1 to this report.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed as part of this report.

- 99.1 Press release entitled "NYSE Group Completes Acquisition of SIAC from Amex," dated November 1, 2006.
- 99.2 Shareholders' Agreement, dated as of July 17, 1972, as amended, by and among the New York Stock Exchange, Inc., the American Stock Exchange, Inc. and Securities Industry Automation Corporation (Incorporated by reference to Exhibit 10.11 to the NYSE Group, Inc.'s registration statement on Form S-4 (File No. 333-126780)).
- 99.3 Facilities Management Agreement, dated as of February 23, 1977, by and among the New York Stock Exchange, Inc., Securities Industry Automation Corporation and the American Stock Exchange, Inc. (Incorporated by reference to Exhibit 10.12 to the NYSE Group, Inc.'s registration statement on Form S-4 (File No. 333-126780)).
- 99.4 First Amendment to NYSE/AMEX/SIAC Facilities Management Agreement, dated as of November 18, 1977, by and among the New York Stock Exchange, Inc., Securities Industry Automation Corporation and the American Stock Exchange, Inc. (Incorporated by reference to Exhibit 10.13 to the NYSE Group, Inc.'s registration statement on Form S-4 (File No. 333-126780)).

99.5 Second Amendment to NYSE/AMEX/SIAC Facilities Management Agreement, dated as of August 13, 1979, by and among the New York Stock Exchange, Inc., Securities Industry Automation Corporation and the American Stock Exchange, Inc. (Incorporated by reference to Exhibit 10.14 to the NYSE Group, Inc.'s registration statement on Form S-4 (File No. 333-126780)).

SIGNATURE

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.

NYSE Group, Inc.

By: /s/ William M. Freeman
William M. Freeman
Senior Vice President and
Acting General Counsel

Dated: November 3, 2006

EXHIBIT INDEX

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