

NYSE Euronext  
Form 425  
May 23, 2011

**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**

**May 17, 2011**

Date of Report (Date of earliest event reported)

**NYSE Euronext**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-33392**  
(Commission File Number)

**20-5110848**  
(IRS Employer  
Identification No.)

**11 Wall Street**  
**New York, New York**  
(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:

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))

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**ITEM 8.01 OTHER EVENTS**

On May 17, 2011, Alpha Beta Netherlands Holding N.V. ( Holdco ) filed a prospectus supplement (the Prospectus Supplement ) to the U.S. Exchange Offer Prospectus, originally filed on May 4, 2011, for the exchange offer in which U.S. shareholders of Deutsche Börse AG ( Deutsche Börse ) have been offered one share of Holdco in exchange for each Deutsche Börse share as part of the business combination between NYSE Euronext and Deutsche Börse. The Prospectus Supplement contains details of updated revenue synergies first announced at the Deutsche Börse annual general meeting.

The Prospectus Supplement details 50 million of additional revenue synergies, for a total of 150 million aggregate revenue synergies, that are expected to be achieved annually following completion of the combination, with the full run-rate expected to be achieved at end of the third year following completion. It is expected that approximately one-third of the total revenue synergies would be from clearing alone, and that the remaining 100 million would be realized in the other business areas indicated below.

	<b>Comments</b>
Derivatives and cash markets	<ul style="list-style-type: none"> <li>• Increase turnover from combining equity and derivatives liquidity pools</li> <li>• Cross-distribution in European cash markets</li> </ul>
Technology and MD&A	<ul style="list-style-type: none"> <li>• Expanded client set for technology and data services</li> <li>• Extension of STOXX index franchise to U.S. market and globally</li> <li>• Richer content for trading data and analytics products</li> </ul>
Clearing	<ul style="list-style-type: none"> <li>• Clearing for European cash equities</li> <li>• Clearing for European derivatives</li> </ul>
Asian Expansion	<ul style="list-style-type: none"> <li>• Listing venue of choice for attracting issuers globally</li> <li>• Leading presence in Asian markets through existing investments and technology agreements</li> <li>• Attractive partner</li> </ul>

New Asset Classes

- Infrastructure in place to drive growth in new asset classes
  - Emissions & Energy Eurex / BlueNext / EEX
  - Agriculture and other commodities Eurex and NYSE Liffe
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## Safe Harbour Statement

In connection with the proposed business combination transaction between NYSE Euronext and Deutsche Boerse AG, Alpha Beta Netherlands Holding N.V. ( Holding ), a newly formed holding company, has filed, and the SEC has declared effective on May 3, 2011, a Registration Statement on Form F-4 with the U.S. Securities and Exchange Commission ( SEC ) that includes (1) a proxy statement of NYSE Euronext that will also constitute a prospectus for Holding and (2) an offering prospectus of Holding to be used in connection with Holding 's offer to acquire Deutsche Boerse AG shares held by U.S. holders. Holding has also filed an offer document with the German Federal Financial Supervisory Authority (Bundesanstalt fuer Finanzdienstleistungsaufsicht) ( BaFin ), which was approved by the BaFin for publication pursuant to the German Takeover Act (Wertpapiererwerbs-und Übernahmengesetz), and was published on May 4, 2011.

Investors and security holders are urged to read the definitive proxy statement/prospectus, the offering prospectus and the offer document regarding the proposed business combination transaction because they contain important information. You may obtain a free copy of the definitive proxy statement/prospectus, the offering prospectus and other related documents filed by NYSE Euronext and Holding with the SEC on the SEC 's Web site at [www.sec.gov](http://www.sec.gov). The definitive proxy statement/prospectus and other documents relating thereto may also be obtained for free by accessing NYSE Euronext 's Web site at [www.nyse.com](http://www.nyse.com). The offer document is available at Holding 's Web site at [www.global-exchange-operator.com](http://www.global-exchange-operator.com).

This document is neither an offer to purchase nor a solicitation of an offer to sell shares of Holding, Deutsche Boerse AG or NYSE Euronext. The final terms and further provisions regarding the public offer are disclosed in the offer document that has been approved by the BaFin and in documents that have been filed with the SEC.

No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended, and applicable European regulations. Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer is not being made directly or indirectly in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.

This announcement and related materials do not constitute in France an offer for ordinary shares in Holding. The relevant final terms of the proposed business combination transaction will be disclosed in the information documents reviewed by the competent European market authorities.

**Participants in the Solicitation**

NYSE Euronext, Deutsche Boerse AG, Holding and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies from NYSE Euronext stockholders in respect of the proposed business combination transaction. Additional information regarding the interests of such potential participants will be included in the definitive proxy statement/prospectus and the other relevant documents filed with the SEC.

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## **Forward-Looking Statements**

This document includes forward-looking statements about NYSE Euronext, Deutsche Boerse AG, Holding, the enlarged group and other persons, which may include statements about the proposed business combination, the likelihood that such transaction could be consummated, the effects of any transaction on the businesses of NYSE Euronext or Deutsche Boerse AG, and other statements that are not historical facts. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance and actual results of operations, financial condition and liquidity, and the development of the industries in which NYSE Euronext and Deutsche Boerse AG operate may differ materially from those made in or suggested by the forward-looking statements contained in this document. Any forward-looking statements speak only as at the date of this document. Except as required by applicable law, none of NYSE Euronext, Deutsche Boerse AG or Holding undertakes any obligation to update or revise publicly any forward-looking statement, whether as a result of new information, future events or otherwise.

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**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.

NYSE Euronext

Dated: May 23, 2011

By: /s/ Janet L. McGinness

Name: Janet L. McGinness

Title: Senior Vice President &  
Corporate Secretary



