

Edgar Filing: Bats Global Markets, Inc. - Form 425

Bats Global Markets, Inc.
Form 425
November 04, 2016

Filed by CBOE Holdings, Inc.
(SEC File No. 001-34774) pursuant to Rule 425
under the Securities Act of 1933
and deemed filed pursuant to
Rule 14a-12 under the Securities
Exchange Act of 1934

Subject Company: Bats Global Markets, Inc.
(SEC File No. 001-37732)

Information Circular IC16-059

November 4, 2016

October 2016 Volume Recap

CBOE Holdings

Ø Average daily volume (ADV) in October for options and futures on CBOE, C2 and CFE was 4.4M contracts, down 2% from October 2015 and 14% from September 2016. Total volume figures are below:

Total Volume	Oct 2016	Oct 2015	% Chg	Sept 2016	% Chg
HOLDINGS	92.1M	98.8M	-7%	107.4M	-14%
CBOE	77.8M	88.8M	-12%	92.1M	-16%
C2	9.4M	6.0M	+56%	8.9M	+6%
CFE	4.9M	4.0M	+23%	6.4M	-23%

CBOE

Ø October ADV at CBOE was 3.7M contracts, a decrease of 18% from October 2015.

C2

Ø October ADV at C2 was 448,618 contracts, up 64% from October 2015.

CFE

Ø CBOE Volatility Index (VIX Index) futures at CFE had an ADV of 233,822 contracts, up 29% from October 2015.

Ø CBOE Holdings Monthly Volume and RPC Reports are now available at www.cboe.com/monthlyvolrpc.

CBOE UK s Matt McFarland Speaks at MarketsWiki Event in London

Ø On Monday, Matt McFarland, CBOE UK director of relationship management in London, addressed interns and young professionals at the fourth annual MarketsWiki Education World of Opportunity event in London.

∅ The educational series from John Lothian stops in four cities, including Chicago, Frankfurt, Paris and London, to bring together industry professionals to share information, stories and ideas about the financial markets with the next generation.

Agenda for 2nd Annual CBOE Risk Management Conference Asia Announced

∅ CBOE recently announced the agenda and list of speakers for CBOE RMC Asia, featuring John Coates, a former derivatives trader who is now a senior research fellow in neuroscience and finance at the University of Cambridge, will discuss, *Can Neuroscience Now Predict Your Profitability?*

∅ Other topics include:

- *Cross-Asset Dislocations and Market Signals*

- *Directional Options Strategies and Trade Management*

- *New Developments in Options and Volatility-Based Benchmarks and Indicators*

∅ CBOE RMC Asia will be held from November 30 through December 1 in Hong Kong.

∅ More information on the conference is available at www.cboeRMCasia.com.

ABR Dynamics Funds Launches Crisis Alpha Index

∅ On Tuesday, ABR Dynamic Funds released The ABR Crisis Alpha Index (ABRCRX), calculated by Wilshire Associates and intended to capitalize on extended periods of extreme market volatility precipitated by an ongoing financial crisis.

∅ The ABR Crisis Alpha Index applies a proprietary market volatility model to determine an appropriate blend of exposure to the market, defined by the S&P 500 Index, exposure to volatility, defined by the S&P VIX Short-Term Futures Index, and cash.

∅ For more information on the index, read the [press release](#).

We encourage your input on these and other Exchange matters. Please feel free to contact us directly with your concerns.

Ed Tilly:

tillye@cboe.com

Ed Provost:

provost@cboe.com

Information Circular IC16-059

November 4, 2016

Cautionary Statements Regarding Forward-Looking Information

*This communication contains certain statements regarding intentions, beliefs and expectations or predictions for the future of CBOE Holdings, Inc. (**CBOE**) and Bats Global Markets, Inc. (**Bats**), which are forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Words such as believes, expects, anticipates, estimates, intends, plans, seeks, projects or words of similar meaning, or future or conditional verbs, such as will, should, would, could, may or variations of such words and similar expressions are intended to identify such forward-looking statements, which are not statements of historical fact or guarantees or assurances of future performance. However, the absence of these words or similar expressions does not mean that a statement is not forward-looking.*

*Actual results could differ materially from those projected or forecast in the forward-looking statements. The factors that could cause actual results to differ materially include, without limitation, the following risks, uncertainties or assumptions: the satisfaction of the conditions precedent to the consummation of the proposed transaction, including, without limitation, the receipt of stockholder and regulatory approvals (including clearance by antitrust authorities necessary to complete the transaction) on the terms desired or anticipated; unanticipated difficulties or expenditures relating to the proposed transaction, including, without limitation, difficulties that result in the failure to realize expected synergies, efficiencies and cost savings from the proposed transaction within the expected time period (if at all), whether in connection with integration, combining trading platforms, broadening distribution of offerings or otherwise; CBOE's ability to obtain and maintain an investment grade credit rating and obtain financing on the anticipated terms and schedule; risks relating to the value of CBOE's shares to be issued in the transaction; disruptions of CBOE's and Bats current plans, operations and relationships with market participants caused by the announcement and pendency of the proposed transaction; potential difficulties in CBOE's and Bats' ability to retain employees as a result of the announcement and pendency of the proposed transaction; legal proceedings that may be instituted against CBOE and Bats following announcement of the proposed transaction; and other factors described in CBOE's annual report on Form 10-K for the fiscal year ended December 31, 2015, which was filed with the Securities and Exchange Commission (the **SEC**) on February 19, 2016, Bats' final prospectus, which was filed with the SEC pursuant to Rule 424(b) on April 15, 2016, Bats' quarterly report for the quarterly period ended June 30, 2016,*

which was filed with the SEC on September 5, 2016, and other filings made by CBOE and Bats from time to time with the SEC. The factors described in such SEC filings include, without limitation: CBOE's ability to retain its right to exclusively list and trade certain index options and futures products; economic, political and market conditions; compliance with legal and regulatory obligations (and changes thereto), including obligations under agreements with regulatory agencies; increasing competition in the industries in which CBOE and Bats operate; CBOE's and Bats' ability to operate their respective businesses without violating the intellectual property rights of others and the costs associated with protecting their respective intellectual property rights; decreases in trading volumes or a shift in the mix of products traded on CBOE's or Bats exchanges; each of CBOE's and Bats' ability to accommodate trading volume and transaction traffic, including significant increases, without failure or degradation of performance of their respective systems; CBOE's and Bats' ability to protect their respective systems and communication networks from security risks, including cyber-attacks; the ability to manage CBOE's and Bats' growth and strategic acquisitions or alliances effectively, including the ability to realize the anticipated benefits of past acquisitions; the ability to adapt successfully to technological changes to meet customers' needs and developments in the marketplace; and the impact of legal and regulatory changes and proceedings, whether or not related to the proposed transaction.

Neither CBOE nor Bats undertakes, and each of them expressly disclaims, any duty to update any forward-looking statement whether as a result of new information, future events or otherwise, except as required by law. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof.

We encourage your input on these and other Exchange matters. Please feel free to contact us directly with your concerns.

Ed Tilly:

Ed Provost:

tillye@cboe.com

provost@cboe.com

Information Circular IC16-059

November 4, 2016

Additional Information Regarding the Transaction and Where to Find It

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. This communication is being made in respect of the proposed merger transaction involving CBOE Bats, CBOE Corporation and CBOE V, LLC. The issuance of shares of CBOE common stock in connection with the proposed merger will be submitted to the stockholders of CBOE for their consideration, and the proposed merger will be submitted to the stockholders of Bats for their consideration. In connection therewith, the parties intend to file relevant materials with the SEC, including a definitive joint proxy statement/prospectus, which will be mailed to CBOE stockholders and Bats stockholders. However, such documents are not currently available. BEFORE MAKING ANY VOTING OR ANY INVESTMENT DECISION, INVESTORS AND SECURITY HOLDERS OF CBOE AND/OR BATS ARE URGED TO READ THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE PROPOSED TRANSACTION AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders may obtain free copies of the definitive joint proxy statement/prospectus, any amendments or supplements thereto and other documents containing important information about each of CBOE and Bats, once such documents are filed with the SEC, through the website maintained by the SEC at www.sec.gov. Copies of the documents filed with the SEC by CBOE will be available free of charge on CBOE's website at <http://ir.cboe.com/financial-information/sec-filings.aspx> under the heading SEC Filings or by contacting CBOE's Investor Relations Department at (312) 786-7136. Copies of the documents filed with the SEC by BATS will be available free of charge on BATS' website at http://www.bats.com/investor_relations/financials/ under the heading SEC Filings or by contacting BATS' Investor Relations Department at (913) 815-7132.

Participants in the Solicitation

CBOE, Bats, their respective directors and executive officers, certain other members of CBOE's and Bats' respective management and certain of CBOE's and Bats' respective employees may be deemed to be participants in the solicitation of proxies in connection with the proposed transaction. Information about the directors and executive officers of CBOE is set forth in its proxy statement for its 2016 annual meeting

of stockholders, which was filed with the SEC on April 6, 2016, and its annual report on Form 10-K for the fiscal year ended December 31, 2015, which was filed with the SEC on February 19, 2016, and information about the directors and executive officers of Bats is set forth in its final prospectus, which was filed with the SEC on April 15, 2016. Each of these documents can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the definitive joint proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.

We encourage your input on these and other Exchange matters. Please feel free to contact us directly with your concerns.

Ed Tilly:

tillye@cboe.com

Ed Provost:

provost@cboe.com

