

NYSE Euronext  
Form 8-K  
April 27, 2012

**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**

**April 26, 2012**

**Date of Report (Date of earliest event reported)**

**NYSE Euronext**

**(Exact name of registrant as specified in its charter)**

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(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))

**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS****(b) Departure of a Director**

On April 26, 2012, Mr. Ricardo Salgado tendered his resignation pursuant to the NYSE Euronext Amended and Restated Bylaws after he did not receive a majority of votes cast for reelection at the annual meeting of NYSE Euronext stockholders held on such date. The Board of Directors of NYSE Euronext accepted the resignation of Mr. Salgado.

A copy of the press release announcing Mr. Salgado's resignation and NYSE Euronext's acceptance is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

The stockholders of NYSE Euronext voted on four proposals at the annual stockholders' meeting held on April 26, 2012:

1. To elect 16 directors of NYSE Euronext to hold office until the next annual meeting of stockholders and until their successors are duly elected and qualified.
2. To act upon a proposal to ratify the selection of PricewaterhouseCoopers LLP as NYSE Euronext's independent registered public accounting firm for the fiscal year ending December 31, 2012.
3. To act upon, on a non-binding, advisory basis, a Company proposal to approve executive compensation ( "Say-on-Pay" Proposal).
4. To act upon a stockholder proposal regarding the power of stockholders to call special meetings.

The final results for each of the matters submitted to a vote of stockholders at the annual meeting are as follows:

*Proposal No. 1:* All of the director nominees, other than Mr. Salgado, were elected to NYSE Euronext's Board of Directors based upon the following votes:

| Nominee   | Votes For   | Votes Against | Abstentions |
|---|-------------|---------------|-------------|
| Jan-Michiel Hessels ( <i>Chairman</i> )                                     | 145,334,792 | 28,253,516    | 291,389     |
| Marshall N. Carter ( <i>Deputy Chairman</i> )                               | 145,709,655 | 28,004,879    | 165,163     |
| Duncan L. Niederauer ( <i>Chief Executive Officer</i> )                     | 155,151,377 | 18,571,050    | 157,270     |
| Dominique Cerutti ( <i>President &amp; Deputy Chief Executive Officer</i> ) | 155,443,090 | 18,169,914    | 266,693     |
| André Bergen  | 154,022,758 | 19,487,342    | 369,597     |
| Ellyn L. Brown  | 145,528,328 | 28,050,088    | 301,281     |
| Patricia M. Cloherty  | 154,160,624 | 19,438,966    | 280,107     |
| Sir George Cox  | 155,232,316 | 18,363,840    | 283,541     |
| Sylvain Hefes   | 145,349,888 | 28,214,180    | 315,649     |
| Duncan M. McFarland   | 141,690,354 | 31,931,313    | 258,030     |
| James J. McNulty  | 141,295,171 | 32,316,336    | 268,190     |
| Ricardo Salgado   | 79,913,060  | 93,625,591    | 341,046     |
| Robert G. Scott   | 155,451,861 | 18,166,016    | 261,820     |
| Jackson P. Tai  | 153,167,734 | 20,454,071    | 257,892     |
| Rijnhard van Tets   | 155,376,807 | 18,209,389    | 293,501     |
| Sir Brian Williamson  | 140,332,161 | 33,290,476    | 257,060     |

There were 41,908,734 broker non-votes for this proposal.

*Proposal No. 2:* The proposal to ratify the selection of PricewaterhouseCoopers LLP as NYSE Euronext's independent registered public accounting firm for the fiscal year ending December 31, 2012 received the following votes:

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213,287,739 votes for approval

1,642,853 votes against

857,839 abstentions

*Proposal No. 3: The Say-On-Pay* Proposal received the following votes:

98,613,748 votes for approval

74,365,917 votes against

900,032 abstentions

There were 41,908,734 broker non-votes for this proposal.

*Proposal No. 4: The stockholder proposal regarding the power of stockholders to call special meetings* received the following votes:

102,917,646 votes for approval

68,639,988 votes against

2,322,063 abstentions

There were 41,908,734 broker non-votes for this proposal.

A copy of the press release announcing the results of the stockholder vote is attached as Exhibit 99.2 to this report and is incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

**Exhibit**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 99.1          | Press Release, dated April 26, 2012, entitled NYSE Euronext Board of Directors Accepts Resignation of Ricardo Salgado  |
| 99.2          | Press Release, dated April 27, 2012, entitled NYSE Euronext Announces 2012 Annual Meeting of Stockholders Vote Results |

**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**

Date: April 27, 2012

By: /s/ Janet L. McGinness  
Name: Janet L. McGinness  
Title: Executive Vice President & Corporate Secretary