

**SUBMISSION COVER SHEET**

**IMPORTANT:** Check box if Confidential Treatment is requested

Registered Entity Identifier Code (optional): 14-574

Organization: Chicago Mercantile Exchange Inc. ("CME")

Filing as a:  DCM  SEF  DCO  SDR

Please note - only ONE choice allowed.

Filing Date (mm/dd/yy): December 18, 2014 Filing Description: Amended and Restated By-Laws of Chicago Mercantile Exchange Inc.

**SPECIFY FILING TYPE**

Please note only ONE choice allowed per Submission.

**Organization Rules and Rule Amendments**

- |                                     |                                     |            |
|-------------------------------------|-------------------------------------|------------|
| <input checked="" type="checkbox"/> | Certification                       | § 40.6(a)  |
| <input type="checkbox"/>            | Approval                            | § 40.5(a)  |
| <input type="checkbox"/>            | Notification                        | § 40.6(d)  |
| <input type="checkbox"/>            | Advance Notice of SIDCO Rule Change | § 40.10(a) |
| <input type="checkbox"/>            | SIDCO Emergency Rule Change         | § 40.10(h) |

Rule Numbers: Not Applicable

**New Product**

Please note only ONE product per Submission.

- |                          |                                       |            |
|--------------------------|---------------------------------------|------------|
| <input type="checkbox"/> | Certification                         | § 40.2(a)  |
| <input type="checkbox"/> | Certification Security Futures        | § 41.23(a) |
| <input type="checkbox"/> | Certification Swap Class              | § 40.2(d)  |
| <input type="checkbox"/> | Approval                              | § 40.3(a)  |
| <input type="checkbox"/> | Approval Security Futures             | § 41.23(b) |
| <input type="checkbox"/> | Novel Derivative Product Notification | § 40.12(a) |
| <input type="checkbox"/> | Swap Submission                       | § 39.5     |

Official Product Name:

**Product Terms and Conditions (product related Rules and Rule Amendments)**

- |                          |   |                      |
|--------------------------|---|----------------------|
| <input type="checkbox"/> | Certification   | § 40.6(a)            |
| <input type="checkbox"/> | Certification Made Available to Trade Determination     | § 40.6(a)            |
| <input type="checkbox"/> | Certification Security Futures                          | § 41.24(a)           |
| <input type="checkbox"/> | Delisting (No Open Interest)                            | § 40.6(a)            |
| <input type="checkbox"/> | Approval  | § 40.5(a)            |
| <input type="checkbox"/> | Approval Made Available to Trade Determination          | § 40.5(a)            |
| <input type="checkbox"/> | Approval Security Futures                               | § 41.24(c)           |
| <input type="checkbox"/> | Approval Amendments to enumerated agricultural products | § 40.4(a), § 40.5(a) |
| <input type="checkbox"/> | “Non-Material Agricultural Rule Change”                 | § 40.4(b)(5)         |
| <input type="checkbox"/> | Notification  | § 40.6(d)            |

Official Name(s) of Product(s) Affected:

Rule Numbers:

December 18, 2014

**VIA ELECTRONIC PORTAL**

Christopher J. Kirkpatrick  
Office of the Secretariat  
Commodity Futures Trading Commission  
Three Lafayette Centre  
1155 21st Street, N.W.  
Washington, DC 20581

**Re: CFTC Regulation 40.6(a) Certification. Amended and Restated By-Laws of Chicago Mercantile Exchange Inc.  
CME Submission No. 14-574**

Dear Mr. Kirkpatrick:

Chicago Mercantile Exchange Inc. ("CME" or "Exchange") is notifying the Commodity Futures Trading Commission ("CFTC" or "Commission") that it is self-certifying amendments to CME By-law Section 8.7 ("Transparency of Governance Arrangements") effective on January 6, 2015.

As a result of the Exchange's launch of its Canadian Trade Repository on October 31, 2014, CME By-law Section 8.7 is being amended to reflect the applicable Canadian statutes.

These amendments were approved by the Exchange's Board of Directors on December 10, 2014.

Amendments to CME By-law Section 8.7 are provided below in blackline format.

**Section 8.7 Transparency of Governance Arrangements**

For purposes of the Company's activities as a swap data repository, the Company shall maintain governance arrangements that are transparent to support, among other things, the objectives set forth in Section 21(f)(2) of the Act and Rule 91-507(8) as set forth by the Canadian Regulators.

For your convenience, the Amended and Restated By-Laws of CME in its entirety are provided in Appendix A in blackline format.

The Exchange reviewed the designated contract market core principles ("Core Principles") as set forth in the Commodity Exchange Act ("CEA") and identified the following Core Principle as potentially being impacted by the amendments:

- Availability of General Information: The revised By-laws clarify public-facing materials relevant to the activities, procedures, requirements, and governance of the Exchange.

The Exchange certifies that this submission has been concurrently posted on the Exchange's website at <http://www.cmegroup.com/market-regulation/rule-filings.html>.

The Exchange certifies that these amendments to the By-laws comply with the CEA and regulations promulgated thereunder. No substantive opposing views regarding the proposed amendments were expressed to the Exchange.

If you have any questions regarding this submission, please contact Meg Wright, Assistant Corporate Secretary, at 312-930-3305 or via e-mail at [Meg.Wright@cmegroup.com](mailto:Meg.Wright@cmegroup.com). Alternatively, you may contact me at 212-299-2200 or via e-mail at [CMEGSubmisisonInquiry@cmegroup.com](mailto:CMEGSubmisisonInquiry@cmegroup.com).

Sincerely,

/s/Christopher Bowen  
Managing Director and Chief Regulatory Counsel

Attachment: Appendix A – CME Amended and Restated By-laws (attached under separate cover)

**APPENDIX A**

**AMENDED AND RESTATED BY-LAWS  
OF  
CHICAGO MERCANTILE EXCHANGE INC.**

(attached under separate cover)