

NYMEX HOLDINGS INC
Form DEFA14A
October 26, 2006

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

NYMEX HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

COMEX Deal Summary
Member Meeting
October 2006
ADDITIONAL INFORMATION AND WHERE TO FIND IT
NYMEX
has
filed

with
the
Securities
and
Exchange
Commission

a
proxy
statement
in
connection
with
the
proposed
transaction.

The
proxy
statement
has
been
mailed
to
the
stockholders
of
NYMEX.
STOCKHOLDERS

OF
NYMEX
ARE
ADVISED
TO
READ
THE
PROXY
STATEMENT,
BECAUSE
IT
CONTAINS
IMPORTANT
INFORMATION.

Such
proxy
statement
and
other
relevant
documents
may
also

be
obtained,
free
of
charge,
on
the
Securities
and
Exchange
Commission's
website
(<http://www.sec.gov>)
or
by
contacting
the
Office
of
the
Corporate
Secretary
located
at
NYMEX
Holdings,
Inc.,
One
North
End
Avenue,
Suite
1548,
New
York,
New
York
10282-1101,
Attention:
Donna
Talamo.

PARTICIPANTS IN THE SOLICITATION

NYMEX and certain persons may be deemed to be participants in the solicitation of proxies relating to the proposed transaction. NYMEX's executive officers and directors. Further information regarding persons who may be deemed participants is available on the Exchange Commission in connection with the proposed transaction.

A
registration
statement
relating
to

the securities to be sold in the offering has been filed with the SEC but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This presentation shall not constitute an offer to

sell
or
the
solicitation
of
an
offer
to
buy
nor
shall
there
be
any
sale
of
these
securities
in
any
state
in
which
such
offer, solicitation
or
sale
would
be
unlawful
prior
to
registration
or
qualification
under
the
securities
laws
of
such
state.

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Forward-looking Statements
Safe Harbor Statement
Statements contained in this presentation that are not based on current or historical fact are forward-looking in nature. Such forward-looking statements are based on current plans, estimates and expectations and are made pursuant to the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on known and unknown risks, assumptions,

uncertainties and other factors. The Company's actual results, performance, or achievements may differ materially from any future results, performance, or achievements expressed or implied by such forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statement. For a discussion of some of the important factors that could cause the issuer's results to differ from those expressed in, and implied by, the following forward-looking statements, please refer to the S-1 relating to the COMEX

transaction

filed

with

the

SEC,

in

particular,

the

Risk

Factors

section

thereof.

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This presentation is a general summary of the terms and benefits of a deal with COMEX. It is not meant to solicit the votes of any COMEX members or relate to NYMEX's planned initial public offering in any way. We encourage you to read the definitive proxy statement relating to the COMEX transaction

on file with
the Securities and Exchange Commission for a more complete description of
the terms of the deal

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General Summary

The rights of the COMEX Division members set forth in the 1994 merger agreement will be terminated

In exchange, new rights will be established through the COMEX Transaction Agreement

The owner of each COMEX Division membership will also

receive 8,400 shares of common stock of NYMEX

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Rights and Protections -

NYMEX

NYMEX Rights*

NYMEX can list all COMEX contracts electronically:

Overnight

Side-by-side with floor trading

NYMEX will have an unlimited right to make electronic trading
privileges for COMEX products available to third-parties
NYMEX may list all COMEX contracts on NYMEX ClearPort®
clearing

NYMEX may eliminate, suspend or restrict open outcry trading after
FIVE YEARS

* Please consult Proxy Statement for full listing of NYMEX and Comex Rights.

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Rights and Protections -

COMEX

COMEX Rights

Trading Right Protections

Number of members limited to 772

Open outcry trading of COMEX Core Products (gold, silver,

copper) will not be eliminated, suspended or restricted and cannot change terms and conditions (without consent) for FIVE YEARS

As long as open outcry exists, members will have exclusive right to trade COMEX Core Products via open outcry
Before changing open outcry trading hours, NYMEX must consult with COMEX Governors Committee and COMEX members have the ability to petition and vote on change

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Rights and Protections
COMEX continued
COMEX Rights
Member Rate Protections
Core Products:

During open outcry, member fees must be at least 50% lower than next tier

After open outcry, fees tied to NYMEX member/non-member fee ratio

For five years, cannot increase COMEX Core Product fees by any greater percentage than increase NYMEX Core Product fees

New Metals:

For five years, member fees must be 50% lower than next highest tier of fees

After five years, no protection

Physical Floor Space Protections

NYMEX cannot reduce floor space for three years but in years 4 and 5, NYMEX can reduce floor space pursuant to a formula

If open outcry exists after five years, must maintain current or comparable

facility and provide reasonable financial support

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Metals Products at Initial Launch
Side by Side Electronic Trading of Full Size
Gold, Silver, Copper and Aluminum
London Products
London Products
LME Look-alikes

Copper, Aluminum, and Zinc
in metric tonnes (financially settled)

Asian Products

Gold, Platinum and Palladium
in Grams (financially settled)

$\frac{1}{2}$

size COMEX miNY s

Gold, Silver and Copper miNYs
(financially settled)

NYMEX ClearPort Clearing for Metals

Focused set of initial products (5 to 7 products)

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COMEX Today (six months ended June 30 2006)
COMEX Revenues Represent Approximately 13% of
NYMEX Holdings, Inc. 's Revenues
Metals 13%
Energy and
Services 87%

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Without the Deal

Without the COMEX deal:

-

Are limited in ability to launch competitive products and other new metals products and have limited distribution

-

Are limited from entering into meaningful alliances with other metals exchanges

-

Uncertain ability to launch metals NYMEX ClearPort products

-

Increased threat of loss of metals market share to competitors (we must list our metals on CME Globex to prevent that from happening)

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Reasons to Approve the Deal

Reduce the risk of losing COMEX revenue

We can prevent other metals products from being listed on CME Globex

Opportunity to increase volume with the launch of side-by-side trading

Opportunity for future growth across NYMEX ClearPort and CME Globex

Opportunity to regain market share and open interest

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Questions and Answers