

NYSE Euronext  
Form 425  
April 30, 2013

LEGAL DISCLAIMERS

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Filed by NYSE Euronext  
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: NYSE Euronext

Commission File No.: 001-33392

Non-GAAP Financial Measures

To supplement NYSE Euronext's consolidated financial statements prepared in accordance with GAAP and to better reflect performance, NYSE Euronext provides non-GAAP financial measures of performance, financial position, or cash flows that either exclude or include amounts that are not directly comparable to the corresponding GAAP measure, calculated and presented in accordance with GAAP. Non-GAAP financial measures do not replace GAAP financial results, but are provided to (i) present the effects of certain merger expenses, exit costs, charge for fair value adjustments, tax settlement, debt refinancing costs and discrete tax items, and (ii) improve overall understanding of NYSE Euronext's current and future performance. Specifically, NYSE Euronext believes the non-GAAP financial results provide useful information to both management and investors regarding financial condition and operating results. In addition, management uses these measures for reviewing and assessing performance. The non-GAAP adjustments for all periods presented are based upon information and assumptions available as of the end of the period.

#### CAUTIONARY STATEMENT REGARDING FORWARD LOOKING STATEMENTS

This communication contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. You can identify forward-looking statements by words such as may, hope, will, should, expect, plan, anticipate, intend, potential, continue, could, future or the negative of those terms or other words of similar meaning. You should carefully consider these statements that contain these words, because they discuss our future expectations or state other forward-looking information based on numerous assumptions, risks and uncertainties which change over time. ICE and NYSE Euronext caution readers that any forward-looking statements are not guarantees of performance and that actual results could differ materially from those contained in the forward-looking statement.

Forward-looking statements include, but are not limited to, statements about the benefits of the proposed merger involving ICE and NYSE Euronext, results, ICE's and NYSE Euronext's plans, objectives, expectations and intentions, the expected timing of completion of the transaction, and historical facts. Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements include: NYSE Euronext's filings with the U.S. Securities and Exchange Commission (the SEC). These risks and uncertainties include, without limitation, the inability to complete the merger in a timely manner; the inability to complete the merger due to the failure of NYSE Euronext stockholders to adopt the proposed merger; the inability of NYSE Euronext stockholders to approve the issuance of ICE common stock in connection with the merger; the failure to satisfy other conditions required for the merger; required regulatory and other approvals; the failure of the proposed transaction to close for any other reason; the possibility that the transaction will not be realized; the risk that integration of NYSE Euronext's operations with those of ICE will be materially delayed; the challenges of integrating and retaining key employees; the effect of the announcement of the transaction on ICE's, NYSE Euronext's, and the combined company's business relationships, operating results and business generally; the possibility that the anticipated synergies and cost savings may not be realized within the expected time period; the possibility that the merger may be more expensive to complete than anticipated, including the possibility of unanticipated events; diversion of management's attention from ongoing business operations and opportunities; general competitive, economic, and market fluctuations; actions taken or conditions imposed by the United States and foreign governments or regulatory authorities; and any litigation or government investigations. In addition, you should carefully consider the risks and uncertainties and other factors affecting the combined company, as are described in the section entitled "Risk Factors" in the joint proxy statement/prospectus filed by ICE and NYSE Euronext with the SEC that are available on the SEC's web site located at [www.sec.gov](http://www.sec.gov), including the sections entitled "Risk Factors" in the proxy statement/prospectus filed with the SEC on December 31, 2012, as filed with the SEC on February 6, 2013, and "Risk Factors" in NYSE Euronext's Form 10-K filed with the SEC on February 26, 2013. You should not place undue reliance on forward-looking statements, which speak only as of the date of this communication. NYSE Euronext has no obligations to disclose material information under the Federal securities laws, neither ICE nor NYSE Euronext undertakes any obligation to update or revise any forward-looking statements to reflect events or circumstances after the date of this written communication.

LEGAL DISCLAIMERS

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IMPORTANT INFORMATION ABOUT THE PROPOSED 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 a vote or approval. In connection with the proposed transaction, ICE has filed with the SEC a registration statement on Form S-4 which includes a joint proxy statement/prospectus with respect to the proposed acquisition of NYSE Euronext. The final joint proxy statement/prospectus will be delivered to the stockholders of ICE and NYSE Euronext. INVESTORS AND SECURITY HOLDERS

BOTH ICE AND NYSE EURONEXT ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THIS TRANSACTION CAREFULLY AND IN ITS ENTIRETY, INCLUDING ANY DOCUMENTS PREVIOUSLY FILED WITH THE SEC AND INCORPORATED BY REFERENCE INTO THE JOINT PROXY STATEMENT/PROSPECTUS, AS WELL AS ANY AMENDMENTS AND SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION REGARDING THE TRANSACTION AND THE PROPOSED TRANSACTION. Investors and security holders may

obtain a free copy of the joint proxy statement/prospectus, as well as other filings containing information about ICE and NYSE Euronext, without charge, at the SEC's website at <http://www.sec.gov>. Investors may also obtain these documents, without charge, from ICE's website at <http://www.theice.com> and from NYSE Euronext's website at <http://www.nyx.com>

#### PARTICIPANTS IN THE MERGER SOLICITATION

ICE, NYSE Euronext and their respective directors, executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the transactions contemplated by the Merger Agreement.

You can find information about ICE and ICE's directors and executive officers in ICE's Annual Report on Form 10-K for the year ended December 31, 2012, as filed with the SEC on February 6, 2013, and ICE's proxy statement for its 2013 annual meeting of stockholders, as filed with the SEC on March 28, 2013.

You can find information about NYSE Euronext and NYSE Euronext's directors and executive officers in NYSE Euronext's Annual Report on Form 10-K for the year ended December 31, 2012, as filed with the SEC on February 26, 2013, and NYSE Euronext's

proxy statement for its 2013 annual meeting of stockholders, filed with the SEC on March 22, 2013.

Additional information about the interests of potential participants will be included in the joint proxy statement/prospectuses, when it becomes available, and the other relevant documents filed by ICE and NYSE Euronext with the SEC.

ICE / NYX PRO FORMA

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Combined business well diversified across asset classes, products and geographies

Pro Forma Business Mix: Net Revenues

Pro Forma Geographic Mix: Net Revenues

Pro

Forma

Product  
Mix:  
Futures  
Volumes  
3  
LTM  
Volumes  
LTM  
Volumes  
LTM Pro Forma Contracts: 1,497mm  
LTM Net  
Revenues  
LTM  
Pro  
Forma  
Net  
Revenues:  
\$3.8bn  
2  
4  
Technology Services  
& Other 16%  
1  
LTM Net  
Revenues  
Pro  
Forma  
Geographic  
Mix:  
Futures  
Volumes  
3  
Source: NYSE Euronext and ICE  
Futures &  
Options  
44%  
Market Data  
14%  
Listings  
12%  
Cash Trading  
10%  
CDS  
4%  
Energy &  
Emissions  
51%  
Interest  
Rates  
31%

Index

10%

Other

8%

U.S.

55%

International

45%

North

America

40%

Europe &

Asia

60%

1. Includes historical ICE OTC revenues (excluding CDS)

2. Does not reflect any adjustment for estimated transaction-related non-cash writedown of deferred revenue

3. Volumes as of December 31, 2012; excludes ICE OTC CDS volumes and NYX Bclear

4. Includes historical ICE OTC Energy contracts

ICE / NYX TRANSACTION TIMELINE

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12/20/12

Transaction  
announcement

12/20/12

Transaction



announcement  
2/15/13  
US  
competition  
clearance  
under the  
HSR Act  
expired  
2/15/13  
US  
competition  
clearance  
under the  
HSR Act  
expired  
3/18/13  
Filed for  
referral by  
UK, Spain &  
Portugal to  
European  
Commission  
(EC)  
3/18/13  
Filed for  
referral by  
UK, Spain &  
Portugal to  
European  
Commission  
(EC)  
4/23/13  
EC confirmed  
to oversee  
the European  
competition  
review  
4/23/13  
EC confirmed  
to oversee  
the European  
competition  
review  
May / June  
2013  
Anticipate  
submission of  
Form CO  
May / June  
2013

Anticipate  
submission of  
Form CO

1/28/13

S-4 filed with  
SEC

1/28/13

S-4 filed with  
SEC

06/3/13

ICE/NYX

shareholder

vote dates set

for June 3

06/3/13

ICE/NYX

shareholder

vote dates set

for June 3

DEC 12

JAN

FEB

MAR

APR

MAY

JUN

2H13

Seek completion of regulatory approvals:

College of Regulators, SEC, CFTC, etc.

Seek completion of regulatory approvals:

College of Regulators, SEC, CFTC, etc.

Competition

Review

Integration planning ongoing

Continued focus on growth, expense discipline and corporate initiatives

Updates to be provided as available via public filings

4/26/13

Record date

for June 3

shareholder

meeting

4/26/13

Record date

for June 3

shareholder

meeting

5/1/13

Expected date  
for  
EU prospectus  
approval  
5/1/13

Expected date  
for  
EU prospectus  
approval  
Anticipated  
closing  
subject to  
regulatory  
approvals  
Anticipated  
closing  
subject to  
regulatory  
approvals

Phase 1  
25 days

Phase 2  
90 minimum working days

Both subject to extension

1/16/13

Filed with US  
DOJ for HSR  
notice

1/16/13

Filed with US  
DOJ for HSR  
notice

3/19/13

Amended and  
repeated

Merger

Agreement

3/19/13

Amended and  
repeated

Merger

Agreement

4/30/13

S-4 deemed  
effective in

U.S.

4/30/13

S-4 deemed  
effective in  
U.S.  
Transaction  
Review