

Interactive Brokers Group, Inc.  
Form S-8  
June 15, 2011

As filed with the Securities and Exchange Commission on June 15, 2011.

Registration No. 333-

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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INTERACTIVE BROKERS GROUP, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

30-0390693  
(I.R.S. Employer  
Identification No.)

One Pickwick Plaza  
Greenwich, Connecticut 06830  
(Address of principal executive office)

Interactive Brokers Group, Inc. 2007 Stock Incentive Plan  
(Full title of the plan)

Thomas Peterffy  
Chairman, Chief Executive Officer and President  
One Pickwick Plaza  
Greenwich, Connecticut 06830  
(Name and address of agent for service)

(203) 618-5800  
(Telephone number, including area code, of agent for service)

With a copy to:

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Adam M. Fox, Esq.  
 Dechert LLP  
 1095 Avenue of the Americas  
 New York, New York 10036  
 (212) 698-3500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer” and large accelerated filer” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Non-accelerated filer  Smaller reporting company   
 Accelerated filer  (Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount To Be Registered (1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee |
|--|-----------------------------|---|---|----------------------------|
| Class A Common Stock, \$0.01 par value             | 10,800,000                  | \$15.80                                       | \$170,640,000                                 | \$19,811                   |

(1) Pursuant to Rule 416, this registration statement also covers additional shares that may be issued by reason of stock splits, stock dividends or similar transactions.

(2) Pursuant to Rules 457(c) and (h), these prices are estimated solely for the purpose of calculation the registration fee and are based on the average of the high and low sales prices of the Registrant’s common stock on the NASDAQ Global Select on June 13, 2011.

STATEMENT UNDER GENERAL INSTRUCTION E

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement on Form S-8 is filed for the purpose of registering an additional 10,800,000 shares of Class A common stock (“Common Stock”), par value \$0.01 per share, of Interactive Brokers Group, Inc. (the “Company”), that may be offered to participants in the Company’s 2007 Stock Incentive Plan (the “2007 Plan”). Such shares are in addition to the 9,200,000 shares registered on the registrant’s Form S-8 filed on May 7, 2007 (Commission File No. 333-142686). The 10,800,000 additional shares of Common Stock being registered hereby were approved by the stockholders at the Company’s annual meeting held on April 28, 2011.

Pursuant to General Instruction E to Form S-8, the Registrant’s Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the “Commission”) relating to the 2007 Plan (Registration No. 333-142686) are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (DGCL) provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee of or agent to the Registrant. The statute provides that it is not exclusive of other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise.

As permitted by the DGCL, our certificate of incorporation includes a provision that eliminates the personal liability of our directors for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director’s duty of loyalty to us or our stockholders; (2) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law; (3) under Section 174 of the DGCL regarding unlawful dividends and stock purchases; or (4) arising as a result of any transaction from which the director derived an improper personal benefit.

As permitted by the DGCL, our bylaws provide that (1) we are required to indemnify our directors and officers to the fullest extent permitted by applicable law; (2) we are permitted to indemnify our other employees to the extent permitted by applicable statutory law; (3) we are required to advance expenses to our directors and officers in connection with any legal proceeding, subject to the provisions of applicable statutory law; and (4) the rights conferred in our bylaws are not exclusive.

In addition, Delaware law provides that a corporation may advance to a director or officer expenses incurred in defending any action upon receipt of an undertaking by or on behalf of the director or officer to repay the amount advanced if it is ultimately determined that he or she is not entitled to indemnification.

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The Company's directors and officers are also indemnified by IBG LLC pursuant to the Indemnification Agreement dated June 14, 2007 and by Thomas Peterffy pursuant to the Indemnification Agreement dated October 7, 2008. The registrant maintains directors' and officers' liability insurance covering certain liabilities incurred by the directors and officers of the registrant in connection with the performance of their duties.

Item 8.

Exhibits.

See Exhibit Index attached hereto.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 (the "Securities Act"), the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greenwich, State of Connecticut on June 15, 2011.

## INTERACTIVE BROKERS GROUP, INC.

By: /s/ Paul J. Brody  
Paul J. Brody  
Chief Financial Officer, Treasurer and Secretary

KNOW ALL PERSONS BY THESE PRESENTS, that each of the persons whose names appear below constitute and appoint Thomas Peterffy and Paul J. Brody, and each of them, his true and lawful attorney in fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to execute any and all amendments (including post-effective amendments) to this Registration Statement (or any other registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933), and to file the same, together with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and such other agencies, offices and persons as may be required by applicable law, granting unto said attorney in fact and agent, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature                                    | Capacity  | Date          |
|--|---|---------------|
| /s/ Thomas Peterffy<br>Thomas Peterffy       | Chairman of the Board of Directors, Chief Executive Officer and President (Principal Executive Officer) | June 15, 2011 |
| /s/ Earl H. Nemser<br>Earl H. Nemser         | Vice Chairman and Director  | June 15, 2011 |
| /s/ Paul J. Brody<br>Paul J. Brody           | Chief Financial Officer, Treasurer, Secretary and Director (Principal Financial Officer)                | June 15, 2011 |
| /s/ Timothy E. Rogers<br>Timothy E. Rogers   | Controller (Principal Accounting Officer)   | June 15, 2011 |
| /s/ Lawrence E. Harris<br>Lawrence E. Harris | Director  | June 15, 2011 |

/s/ Hans R. Stoll  
Hans R. Stoll

Director

June 15, 2011

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## EXHIBIT INDEX

| Exhibit Number | Description   |
|----------------|---|
| 3.1            | Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to Amendment No. 2 to the Registration Statement on Form S-1 filed by the Registrant on April 4, 2007 (File No. 333-138955)).**           |
| 3.2            | By-laws (incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-1 filed by the Registrant on November 27, 2006 (File No. 333-138955)).**  |
| 5.1            | Opinion of Dechert LLP.   |
| 10.1           | Interactive Brokers Group, Inc. 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.8 to Amendment No. 2 to the Registration Statement on Form S-1 filed by the Registrant on April 4, 2007 (File No. 333-138955)).**+ |
| 23.1           | Consent of Dechert LLP (included in Exhibit 5.1 hereto).  |
| 23.2           | Consent of Deloitte & Touche LLP.   |
| 24.1           | Power of Attorney of directors and certain officers of the Registrant (included on Signature Page).   |
| **             | Previously filed; incorporated herein by reference.   |
| +              | These exhibits relate to management contracts or compensatory plans or arrangements.  |