NYSE Group, Inc.

## Form 8-K

December 15, 2006


ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

## (e) COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

As previously disclosed, the board of directors of NYSE Group, Inc. ("NYSE Group") had proposed to John A. Thain, Chief Executive Officer of NYSE Group, an

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amendment to the letter agreement governing the terms of his employment that would reduce his annual base salary to $\$ 750,000$, create a performance based incentive compensation with cash and equity targets totaling $\$ 5.25$ million, for a total compensation target of $\$ 6$ million, and cause him to participate in the benefit plans currently available to senior executives. On December 14, 2006, Mr. Thain entered into a new Letter Agreement, effective as of April 17, 2006, with NYSE Group, amending his previous Letter Agreements with New York Stock Exchange, Inc. dated January 1, 2004 and December 4, 2004, respectively, and effecting the terms of the board's proposal. A copy of this Letter Agreement is attached hereto as Exhibit 10.1 and incorporated herein by reference. Also as previously disclosed, in anticipation of the execution of the new letter agreement, Mr. Thain's annual base salary was reduced to $\$ 750,000$ as of April 17, 2006.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS
(d)

EXHIBITS

EXHIBIT
DESCRIPTION
NUMBER
10.1 Letter Agreement, dated as of April 17, 2006, by and between NYSE Group, Inc. and John A. Thain.

## 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.

Dated: December 15, 2006
NYSE GROUP, INC.
By: /s/ Rachel F. Robbins
Name: Rachel F. Robbins
Title: Executive Vice President General Counsel

