

ARCHIPELAGO HOLDINGS INC  
Form 425  
January 06, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15 (d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**December 30, 2005**

Date of report (Date of earliest event reported)

**Archipelago Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-32274**  
(Commission File Number)

**86-1075595**  
(I.R.S. Employer  
Identification No.)

**100 South Wacker Drive, Suite 1800, Chicago, IL 60606**

(Address of Principal Executive Offices)

**(312) 960-1696**

(Registrant's telephone number, including area code)

**Not applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☑ Written Communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

In connection with the proposed business combination (the Transaction) of Archipelago Holdings, Inc. (Archipelago) and the New York Stock Exchange, Inc. (the NYSE), the NYSE entered into separate Support and Lock-Up Agreements, dated as of April 20, 2005 and amended and restated as of July 20, 2005, with certain stockholders of Archipelago, including GSP, LLC (GSP), an entity affiliated with Mr. Gerald D. Putnam, the Chairman and Chief Executive Officer of Archipelago. On December 30, 2005, the NYSE and GSP entered into an amendment (the Amendment) to the Amended and Restated Support and Lock-Up Agreement between the NYSE and GSP (the Original Agreement).

The principal revisions contained in the Amendment include the following:

(i) the Amendment clarifies that the transfer restrictions applicable to the shares of Archipelago common stock owned or acquired by GSP contained in the Original Agreement also apply to (a) any additional shares of Archipelago common stock acquired by Mr. Putnam after April 20, 2005 and (b) any additional shares acquired by GSP or Mr. Putnam upon the vesting of any restricted stock units with respect to shares of Archipelago common stock;

(ii) the Amendment permits GSP and Mr. Putnam to transfer up to 100,000 shares of Archipelago common stock to Mr. Putnam's family foundation (in addition to the shares that Mr. Putnam was permitted to transfer to charities and his family members pursuant to the Original Agreement); and

(iii) the Amendment clarifies that, after the consummation of the Transaction, GSP will be permitted to transfer its shares of common stock of NYSE Group, Inc. (NYSE Group) to Mr. Putnam's family foundation as well as his family members and, in each case, any shares of NYSE Group common stock so transferred will continue to be subject to the transfer restrictions contained in the Original Agreement.

A copy of the Amendment is incorporated herein by reference as Exhibit 99.1. The description of the Amendment set forth herein is qualified in its entirety by reference to the full text of the Amendment.

**Forward-Looking Statements**

Certain statements in this filing may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on Archipelago's current expectations and involve risks and uncertainties that could cause Archipelago's actual results to differ materially from those set forth in the statements. There can be no assurance that such expectations will prove to be correct. Factors that could cause Archipelago's results to differ materially from current expectations include: general economic and business conditions, industry trends, competitive conditions, regulatory developments as well as other risks or factors identified in the Company's filings with the Securities Exchange Commission, including its Report on Form 10-K for the fiscal year ending December 31, 2004 which is available on the Company's website at <http://www.archipelago.com>. You should not place undue reliance on forward-looking statements, which speak only as of the date of this filing. Except for any obligation to disclose material information under the Federal securities laws, Archipelago undertakes no obligation to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date of this filing.

**Important Merger Information**

In connection with the proposed merger of the NYSE and Archipelago, NYSE Group has filed a registration statement on Form S-4 with the SEC containing a joint proxy statement/prospectus regarding the proposed transaction. The parties have filed other publicly available relevant documents concerning the proposed transaction with the SEC. The SEC declared the Registration Statement effective on November 3, 2005.

NYSE MEMBERS AND ARCHIPELAGO STOCKHOLDERS ARE URGED TO READ THE FINAL JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE PROPOSED TRANSACTION BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. NYSE members and Archipelago stockholders can obtain a free copy of the final joint proxy statement/prospectus, as well as other filings containing information about NYSE and Archipelago without charge, at the SEC's website (<http://www.sec.gov>). Copies of the final joint proxy statement/prospectus can also be obtained, without charge, by directing a request to the Office of the Corporate Secretary, NYSE, 11 Wall Street, New York 10005, 212-656-2061 or to Archipelago, Attention: Investor Relations, at 100 S. Wacker Drive, Suite 1800, Chicago, Illinois 60606 or calling (888) 514-7284.

The NYSE, Archipelago and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies from Archipelago stockholders in respect of the proposed transaction. Information regarding Archipelago's directors and executive officers is available in Archipelago's proxy statement for its 2005 annual meeting of stockholders, dated March 31, 2005.

Additional information regarding the interests of such potential participants will be included in the joint proxy statement/prospectus and the other relevant documents filed with the SEC when they become available. This report shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

**Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Amendment, dated as of December 30, 2005, to Amended and Restated Support and Lock-Up Agreement, dated as of July 20, 2005, by and between GSP, LLC and New York Stock Exchange, Inc.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 6, 2005

**Archipelago Holdings, Inc.**

/s/ Nelson Chai  
Chief Financial Officer

**INDEX TO EXHIBITS**

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