



DIVISION OF  
CORPORATION FINANCE

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

Mailstop 3233

April 12, 2017

Via E-Mail

Alan J. Dean  
Executive Vice President and Chief Financial Officer  
CBOE Holdings, Inc.  
400 South LaSalle Street  
Chicago, IL 60605

**Re: CBOE Holdings, Inc.**  
**Form 10-K for the fiscal year ended December 31, 2016**  
**Filed February 21, 2017**  
**File No. 001-34774**

**Form 8-K**  
**Filed January 3, 2017**  
**File No. 001-34774**

Dear Mr. Dean:

We have completed our review of your filings. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Sincerely,

/s/ Kristi Marrone

Kristi Marrone  
Staff Accountant  
Office of Real Estate and  
Commodities