

NASDAQ OMX GROUP, INC.  
Form 8-K  
May 11, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 11, 2015 (May 6, 2015)**

**The NASDAQ OMX Group, Inc.**

**(Exact name of registrant as specified in its charter)**

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

**000-32651**  
**(Commission**  
  
**File Number)**

**52-1165937**  
**(I.R.S. Employer**  
  
**Identification No.)**

**One Liberty Plaza, New York, New York**  
**(Address of principal executive offices)**

**10006**  
**(Zip code)**

**Registrant's telephone number, including area code: +1 212 401 8700**

**No change since last report**

**(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 communications 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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) As discussed further below, the stockholders of The NASDAQ OMX Group, Inc. ( Nasdaq or the Company ) approved the Nasdaq Executive Corporate Incentive Plan, as amended and restated (the ECIP ), at the Company s annual meeting of stockholders held on May 6, 2015. Under the ECIP, which is designed to comply with Section 162(m) of the Internal Revenue Code, we offer performance-based cash incentive awards to executives who are selected by the management compensation committee of our board of directors. The ECIP, which became retroactively effective as of January 1, 2015, replaces the Company s 2010 Executive Corporate Incentive Plan, which was effective as of January 1, 2010 and terminated upon receipt of stockholder approval for the ECIP.

A copy of the ECIP is attached as Exhibit 10.1 to this Form 8-K and is incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At Nasdaq s annual meeting of stockholders held on May 6, 2015, the stockholders elected each of Nasdaq s nominees for director to serve for terms of one year and until their successors are duly elected and qualified. The stockholders also approved the Company s executive compensation on an advisory basis, ratified the appointment of Ernst & Young LLP as Nasdaq s independent registered public accounting firm for the fiscal year ending December 31, 2015 and approved the ECIP. Finally, the stockholders did not approve the stockholder proposal entitled Right to Act by Written Consent.

The table below shows the voting results, which exclude excess shares that were ineligible to vote as a result of the 5% voting limitation in the Company s amended and restated certificate of incorporation.

|   | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|---|-------------|----------------|----------------|-----------------------------|
| <b>Proposal I: Election of Directors</b>  |             |                |                |                             |
| Charlene T. Begley  | 104,778,017 | 35,732         | 99,040         | 9,479,909                   |
| Steven D. Black   | 104,727,788 | 85,266         | 99,735         | 9,479,909                   |
| Börje E. Ekholm   | 101,031,206 | 3,782,137      | 99,446         | 9,479,909                   |
| Robert Greifeld   | 104,568,370 | 248,147        | 96,272         | 9,479,909                   |
| Glenn H. Hutchins   | 104,450,757 | 362,299        | 99,733         | 9,479,909                   |
| Essa Kazim  | 104,571,902 | 241,677        | 99,210         | 9,479,909                   |
| Thomas A. Kloet   | 104,548,510 | 264,733        | 99,546         | 9,479,909                   |
| John D. Markese   | 102,720,065 | 2,058,707      | 134,017        | 9,479,909                   |
| Ellyn A. McColgan   | 104,782,750 | 30,729         | 99,310         | 9,479,909                   |
| Michael R. Splinter   | 104,443,150 | 369,906        | 99,733         | 9,479,909                   |
| Lars R. Wedenborn   | 104,782,710 | 31,198         | 98,881         | 9,479,909                   |
| <b>Proposal II: Approve the Company s Executive Compensation on an Advisory Basis</b>   | 103,300,117 | 1,501,320      | 111,352        | 9,479,909                   |
| <b>Proposal III: Ratify the Appointment of Ernst &amp; Young LLP as Nasdaq s Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2015</b> | 112,322,056 | 1,972,006      | 98,636         | N/A                         |
| <b>Proposal IV: Approve the Nasdaq Executive Corporate Incentive Plan, as Amended and Restated</b>  | 102,324,878 | 2,466,155      | 121,756        | 9,479,909                   |

|                 |   |            |            |         |           |
|-----------------|---|------------|------------|---------|-----------|
| <b>Proposal</b> | <b>Consider the Stockholder Proposal Entitled</b> |            |            |         |           |
| <b>V:</b>       | <b>Right to Act by Written Consent</b>            | 46,039,615 | 58,694,215 | 178,959 | 9,479,909 |

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

| <b>No.</b> | <b>Exhibit Description</b>  |
|------------|---|
| 10.1       | The NASDAQ OMX Group, Inc. Executive Corporate Incentive Plan, effective as of January 1, 2015. |

**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: May 11, 2015

The NASDAQ OMX Group, Inc.

By: /S/ EDWARD S. KNIGHT  
**Edward S. Knight**  
**Executive Vice President and General Counsel**