
**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 19, 2014 (May 19, 2014)

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 10006
(Address of principal executive offices) (Zip code)

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

No change since last report
(Former Name or 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))
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Item 8.01. Other Events.

On May 19, 2014, The NASDAQ OMX Group, Inc. (the "Company") issued (i) a press release announcing its intention to commence a public offering of U.S. dollar denominated senior notes due 2024 pursuant to an effective shelf registration statement filed with the U.S. Securities and Exchange Commission (the "Offering"), and (ii) a press release announcing the pricing of \$500 million aggregate principal amount of its 4.25% senior notes due 2024 (the "Senior Notes") pursuant to the Offering, at a public offering price of 99.653% of the principal amount of the Senior Notes. A copy of the press release announcing the proposed Offering is filed herewith as Exhibit 99.1 and a copy of the press release announcing the pricing of the Offering is filed herewith as Exhibit 99.2 and each press release is incorporated herein by reference.

On May 19, 2014, the Company sent a redemption notice to Wells Fargo Bank, National Association, as trustee (the "Trustee"), for all of the Company's outstanding 4.00% senior notes due 2015 (CUSIP No. 631103 AC2), originally issued on January 15, 2010 (the "4.00% Notes"), at a cash redemption price (the "Redemption Price") to be calculated as provided in the 4.00% Notes, plus accrued and unpaid interest, if any, to the redemption date of June 18, 2014 (the "Redemption Date"). Upon completion of the redemption, no 4.00% Notes will remain outstanding.

Payment of the Redemption Price will be made on or after the Redemption Date only upon presentation and surrender of the 4.00% Notes to the Trustee. Interest on the 4.00% Notes called for redemption will cease to accrue from and after the Redemption Date. The notice of redemption will be sent by the Trustee to the registered holders of the 4.00% Notes on May 19, 2014 in accordance with the requirements of the indenture governing the 4.00% Notes. A copy of the notice of redemption is attached to this Current Report on Form 8-K as Exhibit 99.3 and is incorporated herein by reference.

On May 19, 2014, the Company issued a press release announcing the appointment of Thomas Wittman as Executive Vice President, Global Head of Equities. A copy of the press release announcing the appointment is filed herewith as Exhibit 99.4.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

The following exhibits are filed as part of this Current Report on Form 8-K:

<u>Exhibit Number</u>	<u>Description</u>
99.1	The NASDAQ OMX Group, Inc. Press Release Announcing the Launch of the Offering, dated May 19, 2014
99.2	The NASDAQ OMX Group, Inc. Press Release Announcing the Pricing of the Offering, dated May 19, 2014
99.3	Notice of Redemption of 4.00% Senior Notes Due 2015
99.4	The NASDAQ OMX Group, Inc. Press Release Announcing the Appointment of Thomas Wittman as Executive Vice President, Global Head of Equities, dated May 19, 2014

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 19, 2014

THE NASDAQ OMX GROUP, INC.

By: /s/ Edward S. Knight

Name: Edward S. Knight

Title: Executive Vice President and
General Counsel

May 19, 2014

NASDAQ OMX Announces Proposed Senior Notes Offering

NEW YORK, May 19, 2014 (GLOBE NEWSWIRE) — The NASDAQ OMX Group, Inc. (Nasdaq:NDAQ) (“NASDAQ OMX”) today announced that it plans to commence a public offering of U.S. dollar denominated senior notes due 2024 pursuant to an effective shelf registration statement filed with the U.S. Securities and Exchange Commission (the “SEC”). NASDAQ OMX expects to use the aggregate net proceeds from the offering, along with cash on hand, to refinance its 4.00% Senior Notes due 2015 and to repay a portion of the term loan under its senior credit facility.

The exact terms and timing of the offering will depend upon market conditions and other factors.

J.P. Morgan Securities LLC and Wells Fargo Securities, LLC will act as Joint Book-Running Managers for the offering.

The offering is being made pursuant to NASDAQ OMX’s effective shelf registration statement previously filed with the SEC and solely by means of a prospectus supplement and accompanying prospectus, which have been or will be filed with the SEC. Before investing, the prospectus supplement and accompanying prospectus should be read, as well as other documents the company has filed or will file with the SEC for a more complete understanding of NASDAQ OMX and the offering. These documents are available for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, copies may be obtained by contacting J.P. Morgan Securities LLC at J.P. Morgan Securities LLC, 383 Madison Avenue, New York, NY 10179, Attention: Investment Grade Syndicate Desk, (tel): 1-212-834-4533 or Wells Fargo Securities, LLC at Wells Fargo Securities, LLC, 1525 West W.T. Harris Blvd., NC0675, Charlotte, North Carolina 28262, Attention: Capital Markets Client Support, (tel): 1-800-326-5897 or email: cmclientsupport@wellsfargo.com.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Cautionary Note Regarding Forward-Looking Statements

The matters described herein contain forward-looking statements that are made under the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements about the proposed offering, NASDAQ OMX’s plans, objectives, expectations and intentions and other statements that are not historical facts. We caution that these statements are not guarantees of future performance. Actual results may differ materially from those expressed or implied in the forward-looking statements. Forward-looking statements involve a number of risks, uncertainties or other factors beyond NASDAQ OMX’s control. These factors include, but are not limited to factors detailed in NASDAQ OMX’s annual report on Form 10-K, and periodic reports filed with the SEC. We undertake no obligation to release any revisions to any forward-looking statements.

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May 19, 2014

NASDAQ OMX Prices \$500 Million Senior Notes Offering

NEW YORK, May 19, 2014 (GLOBE NEWSWIRE) — The NASDAQ OMX Group, Inc. (Nasdaq:NDAQ) (“NASDAQ OMX”) today announced that it priced a public offering of \$500 million aggregate principal amount of 4.25% senior notes due 2024. The offering is expected to close on May 29, 2014, subject to customary closing conditions.

NASDAQ OMX expects to use the aggregate net proceeds from the offering, along with cash on hand, to refinance its 4.00% Senior Notes due 2015 and to repay a portion of the term loan under its senior credit facility.

J.P. Morgan Securities LLC and Wells Fargo Securities, LLC are acting as Joint Book-Running Managers for the offering.

The offering is being made pursuant to NASDAQ OMX’s effective shelf registration statement previously filed with the SEC and solely by means of a prospectus supplement and accompanying prospectus, which have been or will be filed with the SEC. Before investing, the prospectus supplement and accompanying prospectus should be read, as well as other documents the company has filed or will file with the SEC for a more complete understanding of NASDAQ OMX and the offering. These documents are available for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, copies may be obtained by contacting J.P. Morgan Securities LLC at J.P. Morgan Securities LLC, 383 Madison Avenue, New York, NY 10179, Attention: Investment Grade Syndicate Desk, (tel): 1-212-834-4533 or Wells Fargo Securities, LLC at Wells Fargo Securities, LLC, 1525 West W.T. Harris Blvd., NC0675, Charlotte, North Carolina 28262, Attention: Capital Markets Client Support, (tel): 1-800-326-5897 or email: cmclientsupport@wellsfargo.com.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Cautionary Note Regarding Forward-Looking Statements

The matters described herein contain forward-looking statements that are made under the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements about the offering, NASDAQ OMX’s plans, objectives, expectations and intentions and other statements that are not historical facts. We caution that these statements are not guarantees of future performance. Actual results may differ materially from those expressed or implied in the forward-looking statements. Forward-looking statements involve a number of risks, uncertainties or other factors beyond NASDAQ OMX’s control. These factors include, but are not limited to factors detailed in NASDAQ OMX’s annual report on Form 10-K, and periodic reports filed with the SEC. We undertake no obligation to release any revisions to any forward-looking statements.

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NOTICE OF REDEMPTION

**The NASDAQ OMX Group, Inc.
4.00% Senior Notes due 2015 (the "Notes")
CUSIP No. 631103 AC2**

NOTICE IS HEREBY GIVEN THAT, pursuant to the indenture dated as of January 15, 2010 (the "Base Indenture") between the NASDAQ OMX Group, Inc. (the "Issuer") and Wells Fargo Bank, National Association, as trustee (the "Trustee") and Section 4.1 of the first supplemental indenture, dated as of January 15, 2010 (the "First Supplemental Indenture," and together with the Base Indenture, the "Indenture") between the Company and the Trustee relating to the 4.00% Senior Notes due 2015 (the "Notes"), the Issuer has elected to redeem all of the outstanding Notes on June 18, 2014 (the "Redemption Date") at a redemption price equal to the greater of (i) 100% of the principal amount of the outstanding Notes or (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the outstanding Notes (exclusive of interest accrued and unpaid as of the Redemption Date), discounted to the Redemption Date on a semi-annual basis at the Treasury Rate plus 30 basis points (the "Redemption Price"), plus, in each case, accrued and unpaid interest to, but excluding, the Redemption Date.

Payment of the Redemption Price of the Notes, plus accrued and unpaid interest, will be made on the Redemption Date only upon presentation and surrender of Notes to Wells Fargo Bank, N.A., by hand or by mail at the following locations:

Registered & Certified Mail:

Wells Fargo Bank, N.A.
Corporate Trust Operations
MAC N9303-121
P.O. Box 1517
Minneapolis, MN 55480

Regular Mail or Courier:

Wells Fargo Bank, N.A.
Corporate Trust Operations
MAC N9303-121
6th St & Marquette Avenue
Minneapolis, MN 55479

In Person by Hand Only:

Wells Fargo Bank, N.A.
Corporate Trust Services
Northstar East Building—12th Floor
608 Second Avenue South
Minneapolis, MN 55402

On the Redemption Date, the Redemption Price will become due and payable on Notes called for redemption and, unless the Issuers default in making payment of the Redemption Price, interest on Notes called for redemption shall cease to accrue on and after the Redemption Date. If any Note contains a CUSIP or ISIN number, no representation is made as to the correctness of such numbers either as printed on the Notes or as contained in this Notice of Redemption and the holder should rely only on the other identification numbers printed on the Notes. Capitalized terms used herein but not defined herein shall have the respective meanings set forth in the Indenture and the Notes.

IMPORTANT TAX INFORMATION

Under United States federal income tax law, backup withholding, at a rate of 28%, generally may apply to the gross amount of any payment to a beneficial owner of a Note, unless the paying agent or other applicable withholding agent has received a properly completed IRS Form W-9 setting forth the beneficial owner's taxpayer identification number or a properly completed IRS Form W-8, or the beneficial owner otherwise establishes an exemption.

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Direct inquiries to the Trustee by telephone to at 1-800-344-5128 or by Fax at 612-667-6282.

Dated May 19, 2014

The NASDAQ OMX Group, Inc.

By: Wells Fargo Bank, National Association, as Trustee

May 19, 2014

Thomas Wittman Appointed Executive Vice President, Global Head of Equities

NEW YORK, May 19, 2014 (GLOBE NEWSWIRE) — The NASDAQ OMX Group, Inc. (Nasdaq:NDAQ) today announced that Thomas A. Wittman has been appointed Executive Vice President, Global Head of Equities, reporting directly to Hans-Ole Jochumsen, President, Global Trading & Market Services, NASDAQ OMX. Mr. Wittman will oversee the global cash equities and equity derivatives businesses. The appointment follows the recent announcement of Hans-Ole Jochumsen's elevation to President, Global Trading & Market Services at NASDAQ OMX.

"Tom has been instrumental in shaping the strategy and focus that have allowed us to maintain our strong market share position in U.S. cash equities and grow our U.S. equity derivatives markets to the leading position," said Hans-Ole Jochumsen, President, Global Trading & Market Services, NASDAQ OMX. "With Tom now taking on this global responsibility, we have the best possible leadership to integrate all our cash equities and equity derivatives businesses, providing more trading opportunities to our customers."

Thomas A. Wittman was recently Senior Vice President, Head of U.S. Equities and Derivatives and President of NASDAQ OMX PHLX. He was responsible for the management and operations of NASDAQ OMX's three U.S. equities markets, three U.S. options markets, and the futures market. Formerly Vice President of U.S. Options, Mr. Wittman led the team in transitioning the NASDAQ OMX PHLX (PHLX) platform from an open outcry, floor-based specialist system to an electronic, hybrid system. He also drove the development of the NASDAQ Options Market (NOM) and the launch of NASDAQ OMX BX Options (BX Options). With these advancements, the exchange was able to attract new liquidity and order flow providers, resulting in NASDAQ OMX taking the number one position in U.S. equity options market share. Through the acquisition of PHLX, formerly The Philadelphia Stock Exchange, Mr. Wittman joined NASDAQ OMX in 2008. In this capacity, Mr. Wittman supported the electronic equity trading business, equity options business, PBOT futures business and the supporting surveillance and back office systems.

About NASDAQ OMX:

NASDAQ OMX (Nasdaq:NDAQ) is a leading provider of trading, exchange technology, information and public company services across six continents. Through its diverse portfolio of solutions, NASDAQ OMX enables customers to plan, optimize and execute their business vision with confidence, using proven technologies that provide transparency and insight for navigating today's global capital markets. As the creator of the world's first electronic stock market, its technology powers more than 70 marketplaces in 50 countries, and 1 in 10 of the world's securities transactions. NASDAQ OMX is home to more than 3,400 listed companies with a market value of over \$8.5 trillion and more than 10,000 corporate clients. To learn more, visit www.nasdaqomx.com.

Cautionary Note Regarding Forward-Looking Statements

Information set forth in this communication contains forward-looking statements that involve a number of risks and uncertainties. NASDAQ OMX cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Such forward-looking statements include, but are not limited to, statements about our capital return initiatives. Forward-looking statements involve a number of risks, uncertainties or other factors beyond NASDAQ OMX's control. These factors include, but are not limited to, NASDAQ OMX's ability to implement its strategic initiatives, economic, political and market conditions and fluctuations, government and industry regulation, interest rate risk, U.S. and global competition, and other factors detailed in NASDAQ OMX's filings with the U.S. Securities and Exchange Commission, including its annual reports on Form 10-K and quarterly reports on Form 10-Q which are available on NASDAQ OMX's website at <http://www.nasdaqomx.com> and the SEC's website at www.sec.gov. NASDAQ OMX undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

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