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

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**FORM 8-K**

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**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 2, 2008**

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**THE NASDAQ OMX GROUP, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**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: (212) 401-8700**

**No change since last report**  
(Former Name or Former Address, if Changed Since Last Report)

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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 7.01. Regulation FD Disclosure**

As previously disclosed, on February 27, 2008, The Nasdaq Stock Market, Inc. combined with OMX AB (publ) to create The NASDAQ OMX Group, Inc., or NASDAQ OMX, and acquired a 33 1/3% interest in the Dubai International Financial Exchange (collectively, the Transactions). For informational purposes, NASDAQ OMX is attaching as Exhibit 99.1 hereto, and incorporating by reference herein, pro forma condensed combined financial information for the combined company for each quarter in and the fiscal year ended December 31, 2007.

The pro forma data is not necessarily indicative of what NASDAQ OMX's financial position or results of operations actually would have been had the Transactions been completed at and as of the dates indicated. In addition, the unaudited pro forma condensed combined financial information does not purport to project the future financial position or operating results of NASDAQ OMX.

The information set forth under "Item 7.01 Regulation FD Disclosure" and Exhibit 99.1 hereto is intended to be furnished pursuant to Item 7.01. Such information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing. The furnishing of this information pursuant to Item 7.01 shall not be deemed an admission by NASDAQ OMX as to the materiality of such information.

**Item 9.01. Financial Statements and Exhibits**

(d) *Exhibits.*

99.1 - Unaudited Pro Forma Condensed Combined Statements of Income of The NASDAQ OMX Group, Inc. for Each Quarter and the Full Year Ended December 31, 2007 and Unaudited Pro Forma Revenue Detail for Each Quarter and Full Year Ended December 31, 2007.

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**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.

THE NASDAQ OMX GROUP, INC.

By: /s/ David P. Warren

Name: David P. Warren

Title: Executive Vice President and Chief Financial Officer

Dated: May 2, 2008

**The NASDAQ OMX Group, Inc.**  
**Unaudited Pro Forma Condensed Combined Statements of Income**  
**For Each Quarter and Full Year Ended December 31, 2007**  
(in millions, except per share amount)

	<u>Q107</u>	<u>Q207</u>	<u>Q307</u>	<u>Q407</u>	<u>FY07</u>
<b>Revenues</b>					
Market Services	\$ 597.2	\$ 584.2	\$ 681.1	\$ 697.4	\$ 2,559.9
Issuer Services	79.6	85.5	86.8	92.3	344.2
Market Technology	31.9	31.9	29.2	42.1	135.1
Other	0.4	0.4	0.3	0.2	1.4
Total revenues	<u>709.1</u>	<u>702.0</u>	<u>797.4</u>	<u>832.0</u>	<u>3,040.6</u>
<b>Cost of revenues</b>					
Liquidity rebates	(225.2)	(238.3)	(291.2)	(295.1)	(1,049.8)
Brokerage, clearance and exchange fees	(144.7)	(121.2)	(150.8)	(157.8)	(574.5)
Total cost of revenues	<u>(369.9)</u>	<u>(359.5)</u>	<u>(442.0)</u>	<u>(452.9)</u>	<u>(1,624.3)</u>
<b>Revenues less liquidity rebates, brokerage, clearance and exchange fees</b>	<u>339.2</u>	<u>342.5</u>	<u>355.4</u>	<u>379.1</u>	<u>1,416.3</u>
<b>Expenses</b>					
Compensation and benefits	88.6	99.2	100.8	106.0	394.7
Marketing and advertising	6.9	6.7	5.6	11.9	31.1
Depreciation and amortization	28.4	28.3	28.0	28.6	113.2
Professional and contract services	21.9	24.1	19.6	23.8	89.3
Computer operations and data communications	17.5	16.2	13.9	15.9	63.5
Provision for bad debts	3.5	(1.4)	0.2	(0.4)	1.9
Occupancy	14.9	16.6	15.9	17.1	64.5
Regulatory	6.7	7.1	7.7	7.4	28.9
General, administrative and other	29.9	20.2	37.7	23.8	111.8
Total operating expenses	<u>218.3</u>	<u>217.0</u>	<u>229.4</u>	<u>234.1</u>	<u>898.9</u>
Operating income	<u>120.9</u>	<u>125.5</u>	<u>126.0</u>	<u>145.0</u>	<u>517.4</u>
Interest income	7.9	12.9	12.8	17.9	51.5
Interest expense	(29.0)	(29.0)	(29.0)	(26.6)	(113.6)
Gain (loss) from unconsolidated investees	(0.6)	0.3	(0.1)	(0.6)	(1.0)
Gain on foreign currency option contracts and forward contracts	—	(1.7)	35.3	18.2	51.8
Capital gains from shares in equity investments	—	14.7	—	0.5	15.2
Minority interest	—	(0.3)	(0.4)	(0.2)	(0.9)
Income before income taxes	<u>99.2</u>	<u>122.4</u>	<u>144.6</u>	<u>154.2</u>	<u>520.4</u>
Income tax provision	<u>31.1</u>	<u>36.9</u>	<u>46.1</u>	<u>51.0</u>	<u>165.3</u>
<b>Net income</b>	<u>\$ 68.1</u>	<u>\$ 85.5</u>	<u>\$ 98.5</u>	<u>\$ 103.2</u>	<u>\$ 355.1</u>
<b>Basic and diluted earnings per share:</b>					
Basic	<u>\$ 0.39</u>	<u>\$ 0.49</u>	<u>\$ 0.57</u>	<u>\$ 0.55</u>	<u>\$ 2.01</u>
Diluted	<u>\$ 0.33</u>	<u>\$ 0.41</u>	<u>\$ 0.47</u>	<u>\$ 0.49</u>	<u>\$ 1.71</u>
<b>Weighted-average common shares outstanding for earnings per share:</b>					
Basic	173.0	173.3	173.7	186.3	176.6
Diluted	212.4	212.5	212.8	214.5	213.1

**The NASDAQ OMX Group, Inc.**  
**Unaudited Pro Forma Revenue Detail for Each Quarter**  
**and Full Year Ended December 31, 2007**  
(in millions)

	Q107	Q207	Q307	Q407	FY07
<b>MARKET SERVICES</b>					
<b>Execution Services:</b>					
U.S. Operations:					
Execution and trade reporting revenues	\$ 437.0	\$ 426.1	\$ 514.2	\$ 526.0	\$ 1,903.3
Access services revenues	18.6	19.0	19.1	20.3	77.0
Tape fee revenue sharing	(7.1)	(7.0)	(6.5)	(6.7)	(27.3)
Total U.S. Execution Services revenues	448.5	438.1	526.8	539.6	1,953.0
Non U.S. Execution Services revenues	82.8	76.8	81.0	84.3	324.9
Total Execution Services revenues	531.3	514.9	607.8	623.9	2,277.9
<b>Cost of revenues</b>					
Liquidity rebates	(225.2)	(238.3)	(291.2)	(295.1)	(1,049.8)
Brokerage, clearance and exchange fees	(144.7)	(121.2)	(150.8)	(157.8)	(574.5)
Total cost of revenues	(369.9)	(359.5)	(442.0)	(452.9)	(1,624.3)
<b>Revenues less liquidity rebates, brokerage, clearance and exchange fees from Execution Services</b>	<b>161.4</b>	<b>155.4</b>	<b>165.8</b>	<b>171.0</b>	<b>653.6</b>
<b>Market Services Subscriptions:</b>					
U.S. Operations:					
Proprietary revenues	19.8	21.1	22.8	24.3	88.0
Non-proprietary revenues	32.1	33.7	34.7	32.6	133.1
UTP Plan revenue sharing	(9.6)	(11.6)	(12.4)	(12.2)	(45.8)
Revenue sharing programs	(3.1)	(1.5)	(1.4)	(1.1)	(7.1)
Total U.S. Market Services Subscriptions revenues	39.2	41.7	43.7	43.6	168.2
Non U.S. proprietary revenues	18.9	20.0	21.4	22.3	82.6
Total Market Services Subscriptions revenues	58.1	61.7	65.1	65.9	250.8
<b>Other Market Services revenues</b>	<b>7.8</b>	<b>7.6</b>	<b>8.2</b>	<b>7.6</b>	<b>31.2</b>
<b>Total revenues less liquidity rebates, brokerage, clearance and exchange fees from Market Services</b>	<b>227.3</b>	<b>224.7</b>	<b>239.1</b>	<b>244.5</b>	<b>935.6</b>
<b>ISSUER SERVICES</b>					
<b>Corporate Client Group:</b>					
U.S. Operations:					
Annual renewal fees	30.7	31.1	31.6	32.2	125.6
Listing of additional shares fees	9.7	10.1	10.4	10.4	40.6
Initial listing fees	5.4	5.5	5.6	5.7	22.2
Corporate Client services	11.7	13.2	13.9	13.7	52.5
Total U.S. Corporate Client Group revenues	57.5	59.9	61.5	62.0	240.9
Non U.S. Corporate Client Group revenues	13.2	14.8	13.6	18.7	60.3
Total Corporate Client Group revenues	70.7	74.7	75.1	80.7	301.2
<b>Financial Products:</b>					
U.S. Operations:					
Licensing revenues	7.3	9.0	10.6	10.8	37.7
Other revenues	1.6	1.8	1.1	0.8	5.3
Total U.S. Financial Products revenues	8.9	10.8	11.7	11.6	43.0
<b>Total Issuer Services revenues</b>	<b>79.6</b>	<b>85.5</b>	<b>86.8</b>	<b>92.3</b>	<b>344.2</b>
<b>Market Technology</b>					
Non U.S. Operations:					
License, support and project revenues	22.0	21.6	18.5	26.0	88.1
Facility management services	6.1	8.1	8.0	8.9	31.1
Other revenues	3.8	2.2	2.7	7.2	15.9
<b>Total Market Technology revenues</b>	<b>31.9</b>	<b>31.9</b>	<b>29.2</b>	<b>42.1</b>	<b>135.1</b>
<b>Other revenues</b>	<b>0.4</b>	<b>0.4</b>	<b>0.3</b>	<b>0.2</b>	<b>1.4</b>
<b>Total revenues less liquidity rebates, brokerage, clearance and exchange fees</b>	<b>\$ 339.2</b>	<b>\$ 342.5</b>	<b>\$ 355.4</b>	<b>\$ 379.1</b>	<b>\$ 1,416.3</b>