
**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): April 15, 2011 (April 11, 2011)

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.

(c) Appointment of Certain Officers.

- (1) On April 11, 2011, the board of directors of The NASDAQ OMX Group, Inc. (“NASDAQ OMX”) appointed Lee Shavel to the position of Chief Financial Officer (“CFO”) and Executive Vice President, Corporate Strategy, effective May 23, 2011.
- (2) Mr. Shavel, age 44, joins NASDAQ OMX from Bank of America Merrill Lynch where he served as Americas Head of Financial Institutions Investment Banking. Previously, he was Head of Finance, Securities and Technology and Global Chief Operating Officer for the Financial Institutions Group at Merrill Lynch. Mr. Shavel joined Merrill Lynch in 1993 as an Associate, coming from Citicorp where he worked as an Associate in the Financial Institutions Group.
- (3) NASDAQ OMX has no employment agreement with Mr. Shavel. In connection with Mr. Shavel’s appointment, NASDAQ OMX’s management compensation committee approved his compensation package, which includes an annual base salary of \$500,000 and a target incentive compensation award of \$750,000. In addition, effective on his start date, Mr. Shavel will receive equity awards valued at \$6,400,000, which will be granted under the NASDAQ OMX Equity Incentive Plan.

A copy of the press release announcing Mr. Shavel’s appointment is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press release dated April 14, 2011.

Media Contacts:

Frank DeMaria
+1 212 231 5183
Frank.DeMaria@NASDAQOMX.com

Investor Relations Contact:

Vincent Palmiere
+1 301 978 5242
vincent.palmiere@nasdaqomx.com

**NASDAQ OMX Appoints Lee Shavel as Chief Financial Officer and Executive Vice
President of Corporate Strategy**

New York, N.Y. — April 14, 2011 — The NASDAQ OMX Group, Inc. (Nasdaq: NDAQ) today announced that Lee Shavel, an 18-year veteran of Bank of America Merrill Lynch, has been appointed as Chief Financial Officer and Executive Vice President of Corporate Strategy. Mr. Shavel will join NASDAQ OMX effective May 23, 2011. Former NASDAQ OMX CFO David Warren will continue to serve as special advisor to the CEO and Ronald Hassen, Senior Vice President, Controller and Principal Accounting Officer will continue to serve as CFO in the interim.

“Lee has been a valued advisor to NASDAQ OMX for the past seven years on a variety of mergers and acquisitions, funding and capital transactions,” said Bob Greifeld, Chief Executive Officer of NASDAQ OMX. “He brings both broad financial expertise and strategic perspective across key asset classes such as cash equities, commodities, derivatives and fixed income. We’re pleased to have Lee join NASDAQ OMX in this critical role.”

“I am thrilled to have the opportunity to join this exceptional management team which is known for its competitive success and delivering for its shareholders,” said Mr. Shavel. “I look forward to contributing to that effort as CFO at NASDAQ OMX.”

Mr. Shavel joins NASDAQ OMX from Bank of America Merrill Lynch where he served as Americas Head of Financial Institutions Investment Banking. Previously, he was Head of Finance, Securities and Technology and Global Chief Operating Officer for the Financial Institutions Group at Merrill Lynch. Mr. Shavel has advised on many notable securities industry transactions, including the sale of the New York Mercantile Exchange (NYMEX) to CME Group, the sale of International Securities Exchange (ISE) to Deutsche Borse, the acquisition of BRUT by NASDAQ and the merger of Archipelago and REDIBook. In addition he has advised on IPOs for NASDAQ, NYMEX, ISE, MF Global, Instinet and Archipelago and significant financings for NASDAQ, BNY Convergenx, NYSE Euronext and CME Group among others.

Mr. Shavel joined Merrill Lynch in 1993 as an Associate, coming from Citicorp where he worked as an Associate in the Financial Institutions Group. He graduated with honors from the University of Pennsylvania with a B.S. in Economics from The Wharton School of Finance and a B.A. in English.

About NASDAQ OMX

The NASDAQ OMX Group, Inc. is the world's largest exchange company. It delivers trading, exchange technology and public company services across six continents, with approximately 3,600 listed companies. NASDAQ OMX offers multiple capital raising solutions to companies around the globe, including its U.S. listings market, NASDAQ OMX Nordic, NASDAQ OMX Baltic, NASDAQ OMX First North, and the U.S. 144A sector. The company offers trading across multiple asset classes including equities, derivatives, debt, commodities, structured products and exchange-traded funds. NASDAQ OMX technology supports the operations of over 70 exchanges, clearing organizations and central securities depositories in more than 50 countries. NASDAQ OMX Nordic and NASDAQ OMX Baltic are not legal entities but describe the common offering from NASDAQ OMX exchanges in Helsinki, Copenhagen, Stockholm, Iceland, Tallinn, Riga, and Vilnius. For more information about NASDAQ OMX, visit <http://www.nasdaqomx.com>. Please follow [NASDAQ OMX on Facebook](http://www.facebook.com/nasdaqomx) (<http://www.facebook.com/nasdaqomx>) and Twitter (<http://www.twitter.com/nasdaqomx>).

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. 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 Group's control. These factors include, but are not limited to factors detailed in NASDAQ OMX Group's annual report on Form 10-K, and periodic reports filed with the U.S. Securities and Exchange Commission. We undertake no obligation to release any revisions to any forward-looking statements.

- # # # -

NDAQG