
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Amendment No. 1 to
SCHEDULE TO
(Rule 13e-4)**

*Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934*

The NASDAQ OMX Group, Inc.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Common Stock, \$.01 par value per share
(Title of Class of Securities)

631103108

(CUSIP Number of Class of Securities Underlying Common Stock)

**Edward S. Knight
Executive Vice President and General Counsel
The NASDAQ OMX Group, Inc.
One Liberty Plaza
New York, New York 10006
+1 212 401 8700**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications on Behalf of Filing Persons)

Copies to:

**Craig A. Roeder
Christopher M. Bartoli
Baker & McKenzie LLP
One Prudential Plaza, Suite 3500
130 East Randolph Drive
Chicago, IL 60601
(312) 861-8000**

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$7,174,763	\$512

* Calculated solely for purposes of determining the applicable filing fee. This amount assumes that options to purchase 944,700 shares of common stock of The NASDAQ OMX Group, Inc. having an aggregate value of \$7,174,763 as of June 30, 2010 will be exchanged or cancelled pursuant to this offer. The aggregate value of such options was calculated based on the Black—Scholes option pricing model. The amount of the filing fee, calculated in accordance with the Securities Exchange Act of 1934, as amended, equals \$71.30 for each \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$512
Form or Registration No.: Schedule TO-I
Filing party: The NASDAQ OMX Group, Inc.
Date filed: July 7, 2010

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on July 7, 2010 (the “*Schedule TO*”) by The NASDAQ OMX Group, Inc., a Delaware corporation (“*NASDAQ OMX*” or the “*Company*”), in connection with the Company’s offer to exchange certain outstanding stock options to purchase up to an aggregate of 944,700 shares of the Company’s common stock as of June 30, 2010, whether vested or unvested, that were granted on or after January 1, 2006 and on or before June 30, 2008 and have an exercise price greater than \$30.00 per share.

This Amendment No. 1 is being filed to file Exhibit (a)(1)(J) – Transcript of Portions of Global Employee Town Hall Meeting, held on July 30, 2010, which together with the previously filed Exhibits (a)(1)(A) through (a)(1)(I) are collectively referred to as the “*Disclosure Documents*.” Except as specifically provided herein, the information contained in the Schedule TO remains unchanged and this Amendment No. 1 does not modify any of the information previously reported in the Schedule TO.

Item 12. Exhibits.

- * (a)(1)(A) Offer to Exchange Eligible Options for Replacement Options dated July 7, 2010.
- * (a)(1)(B) Email Announcement of the Launch of the Stock Option Exchange Program dated July 7, 2010 from the Company.
- * (a)(1)(C) Paper Election Form for Email Transmission.
- * (a)(1)(D) Form of Email to Eligible Employees in Australia and Denmark.
- * (a)(1)(E) Form of Automatic Confirmation Email.
- * (a)(1)(F) Form of Final Confirmation Email to Eligible Employees who have elected to participate in the Program.
- * (a)(1)(G) Screen Shots of Program Website.
- * (a)(1)(H) Form of Reminder Email.
- * (a)(1)(I) Form of Final Confirmation Email to Eligible Employees who have not elected to participate in the Program.
- (a)(1)(J) Transcript of Portions of Global Employee Town Hall Meeting, held on July 30, 2010, relating to the Program.
- (b) Not applicable.
- (d)(1)(A) The NASDAQ OMX Group, Inc. Equity Incentive Plan, as amended and restated as of May 27, 2010 (incorporated herein by reference to Exhibit 10.1 to the Registration Statement on Form S-8 (File No. 333-167723) filed on June 23, 2010).+

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- (d)(1)(B) Form of NASDAQ Non-Qualified Stock Option Agreement (Performance Accelerated Stock Options) (incorporated herein by reference to Exhibit 10.8.2 to the Annual Report on Form 10-K for the year ended December 31, 2004 filed on March 14, 2005).+
- (d)(1)(C) Form of NASDAQ Non-Qualified Stock Option Agreement (incorporated herein by reference to Exhibit 10.3.3 to the Annual Report on Form 10-K for the year ended December 31, 2006 filed on February 28, 2007).+
- * (d)(1)(D) Form of NASDAQ OMX Non-Qualified Stock Option Certificate.+
- * (d)(1)(E) Form of NASDAQ OMX Non-Qualified Stock Option Agreement for Replacement Options for U.S. participants to be granted pursuant to the Program.+
- * (d)(1)(F) Form of NASDAQ OMX Non-Qualified Stock Option Agreement for Replacement Options for non-U.S. participants to be granted pursuant to the Program.+
- (d)(1)(G) Amended and Restated Board Compensation Policy, approved as of December 17, 2008 (incorporated herein by reference to Exhibit 10.1 to the Annual Report on Form 10-K for the year ended December 31, 2008 filed on February 27, 2009).+
- (d)(1)(H) Amended and Restated Executive Corporate Incentive Plan, dated as of December 17, 2008 (incorporated herein by reference to Exhibit 10.2 to the Annual Report on Form 10-K for the year ended December 31, 2008 filed on February 27, 2009).+
- (d)(1)(I) Form of NASDAQ OMX Restricted Stock Award Agreement (directors) (incorporated herein by reference to Exhibit 10.7 to the Annual Report on Form 10-K for the year ended December 31, 2006 filed on February 28, 2007).+
- (d)(1)(J) Form of NASDAQ OMX Restricted Stock Unit Agreement (directors) (incorporated herein by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2009 filed on August 7, 2009).+
- (d)(1)(K) Form of NASDAQ OMX Performance Share Unit Agreement (incorporated herein by reference to Exhibit 10.8 to the Annual Report on Form 10-K for the year ended December 31, 2007 filed on February 25, 2008).+
- (d)(1)(L) Amended and Restated Supplemental Executive Retirement Plan, dated as of December 17, 2008 (incorporated herein by reference to Exhibit 10.6 to the Annual Report on Form 10-K for the year ended December 31, 2008 filed on February 27, 2009).+
- (d)(1)(M) Amendment No. 1 to Amended and Restated Supplemental Executive Retirement Plan, effective as of December 31, 2008 (incorporated herein by reference to Exhibit 10.6.1 to the Annual Report on Form 10-K for the year ended December 31, 2008 filed on February 27, 2009).+

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- (d)(1)(N) The NASDAQ OMX Group, Inc. Supplemental Employer Retirement Contribution Plan, dated as of December 17, 2008 (incorporated herein by reference to Exhibit 10.7 to the Annual Report on Form 10-K for the year ended December 31, 2008 filed on February 27, 2009).+
- (d)(1)(O) Employment Agreement by and between Nasdaq and Robert Greifeld, effective as of January 1, 2007 (incorporated herein by reference to Exhibit 10.5 to the Annual Report on Form 10-K for the year ended December 31, 2006 filed on February 28, 2007).+
- (d)(1)(P) Amendment to Employment Agreement by and between NASDAQ OMX and Robert Greifeld, effective as of December 31, 2008 (incorporated herein by reference to Exhibit 10.8.1 to the Annual Report on Form 10-K for the year ended December 31, 2008 filed on February 27, 2009).+
- (d)(1)(Q) Nonqualified Stock Option Agreement between Nasdaq and Robert Greifeld reflecting December 13, 2006 grant (incorporated herein by reference to Exhibit 10.13 to the Annual Report on Form 10-K for the year ended December 31, 2007 filed on February 25, 2008).+
- (d)(1)(R) Nonqualified Stock Option Agreement between NASDAQ OMX and Robert Greifeld reflecting June 30, 2009 grant (incorporated herein by reference to Exhibit 10.11 to the Annual Report on Form 10-K for the year ended December 31, 2009 filed on February 18, 2010).+
- (d)(1)(S) 2007 Performance Share Unit Agreement between Nasdaq and Robert Greifeld (incorporated herein by reference to Exhibit 10.14 to the Annual Report on Form 10-K for the year ended December 31, 2007 filed on February 25, 2008).+
- (d)(1)(T) 2008 Performance Share Unit Agreement between Nasdaq and Robert Greifeld (incorporated herein by reference to Exhibit 10.15 to the Annual Report on Form 10-K for the year ended December 31, 2007 filed on February 25, 2008).+
- (d)(1)(U) 2009 Performance Share Unit Agreement between NASDAQ OMX and Robert Greifeld (incorporated herein by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2009 filed on August 7, 2009).+
- (d)(1)(V) Form of Amended and Restated Letter Agreement, effective as of December 31, 2008, between NASDAQ OMX and Certain Executive Officers (incorporated herein by reference to Exhibit 10.12 to the Annual Report on Form 10-K for the year ended December 31, 2008 filed on February 27, 2009).+
- (d)(1)(W) Employment Agreement between Nasdaq and Edward Knight, effective as of December 29, 2000 (incorporated herein by reference to Exhibit 10.14 to the Annual Report on Form 10-K for the year ended December 31, 2002 filed on March 31, 2003).+

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- (d)(1)(X) First Amendment to Employment Agreement between Nasdaq and Edward Knight, effective February 1, 2002 (incorporated herein by reference to Exhibit 10.14.1 to the Annual Report on Form 10-K for the year ended December 31, 2002 filed on March 31, 2003).+
- (d)(1)(Y) Second Amendment to Employment Agreement between NASDAQ OMX and Edward Knight, effective as of December 31, 2008 (incorporated herein by reference to Exhibit 10.13.2 to the Annual Report on Form 10-K for the year ended December 31, 2008 filed on February 27, 2009).+
- (d)(1)(Z) Amendment to Nonqualified Stock Option Agreements, effective as of October 21, 2009, between NASDAQ OMX and David P. Warren (incorporated herein by reference to Exhibit 10.17 to the Annual Report on Form 10-K for the year ended December 31, 2009 filed on February 18, 2010).+
- (d)(1)(A)(A) Employment Agreement, dated as of June 24, 2008, between OMX AB and Hans-Ole Jochumsen (incorporated herein by reference to Exhibit 10.18 to the Annual Report on Form 10-K for the year ended December 31, 2009 filed on February 18, 2010).+
- (g) Not applicable
- (h) Not applicable.

* Previously filed as an exhibit to the Schedule TO

+ Management contract or compensatory plan or arrangement

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 to Schedule TO is true, complete and correct.

THE NASDAQ OMX GROUP, INC.

/s/ ADENA T. FRIEDMAN

Adena T. Friedman
Executive Vice President and Chief Financial Officer

Date: August 2, 2010

INDEX TO EXHIBITS

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(g)	Not applicable
(h)	Not applicable.

* Previously filed as an exhibit to the Schedule TO

+ Management contract or compensatory plan or arrangement

On July 30, 2010, The NASDAQ OMX Group, Inc. (the "Company") held its quarterly Global Employee Town Hall Meeting. At the meeting, Robert Greifeld, Chief Executive Officer, and William H. Morgan, Senior Vice President, Human Resources, discussed the Company's Option Exchange Program. The following is a transcript of the portions of the meeting that related to the Option Exchange Program.

Transcript of Portions of Global Employee Town Hall Meeting

The NASDAQ OMX Group, Inc.

July 30, 2010

Robert Greifeld: Now, the important point to this for many of the people on the call today is we have a stock option exchange program. And that stock option exchange program runs out, I believe, what, next week, Bill?

William H. Morgan: August 3rd.

Robert Greifeld: August 3rd, which is early next week. A lot of these stock options are given out during the ebullient times where the multiples were 20 or 30 times, based upon large demand coming into the market, right, large inflows into equity investment. We don't have that today. Reasonable people believe we're not going to see that kind of demand in the equity marketplace when people are buying equities for a period of time.

So the first thing I would say is, if you're going to make a decision, make sure it's a decision of commission on whether or not you want to take advantage of the exchange program. We're a little bit emotionally invested in this for senior management, because we spent 18 months building up the support at the board level and the shareholders to get this approved. We personally think it's the right decision for most people to do it, but you have to make your own decisions on what to do.

* * *

Robert Greifeld: Here's a question that I have some issue with. "There has been some rather cynical water-cooler discussion going around that the reason the stock price is being determined for the option exchange program on August the 3rd is for NASDAQ OMX to benefit at the expense of the employees from the planned announcement of the SMARTS acquisition and the strong second quarter results. Why [was] the August 3rd date chosen? And why not choose a strike price ahead of time and inform the employees?"

So, legally, we had to, based on when the program was set up, go with August the 3rd. And we'll put [out] the detail[ed] analysis why. But why I get upset with this question, we didn't have to do the stock [option] exchange program. And it took a lot of work to get the board to agree to do it, first at the comp committee, then at the board, and we then had to work with the investors to do it.

And senior management was precluded from benefiting from it, but clearly, we thought it was the right thing to do, because we knew a lot of the stock options were granted in a period of time where there's huge equity inflows in the market that increase supply, that increase demand, increase the multiples, and that's what the stock options were granted on.

So we thought it was very important to do it, and I have to say that we received a lot of compliments – I'm not going to repeat them – from the questions about [what] was happening.

But, clearly, there was no ulterior motive to it. It was just seen as something you want to do and that was a good thing for the employees. And from our personal opinion, one, we're not allowed to advocate you should do it, but we're certainly saying, for those of you who are eligible for the plan, it runs out August 3rd, I think you want to take a long, hard look at it.

And right now, how many of the employees who are eligible have elected?

William H. Morgan:

As of [July 28], we had a total of [248] out of [approximately 400 eligible employees].

* * *

You should read the Tender Offer Statement on Schedule TO and exhibits, including the Offer to Exchange dated July 7, 2010, that NASDAQ OMX has filed with the Securities and Exchange Commission (the "SEC") because they contain important information about the Option Exchange Program. You can access these documents at the Program website at <https://nasdaqomx.equitybenefits.com> or at the SEC's website at www.sec.gov. Neither NASDAQ OMX nor our Board of Directors or its Management Compensation Committee are making any recommendation as to whether you should participate in the Program. You must make your own decision as to whether or not to participate in the Program. For questions regarding personal tax implications or other questions, you should talk to your own legal, financial and tax advisors.