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

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**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 16, 2011

**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: +1 212 401 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 8.01. Other Events.**

On May 16, 2011, The NASDAQ OMX Group, Inc. (“NASDAQ OMX”) and IntercontinentalExchange, Inc. (“ICE”) issued a joint press release announcing that following discussions with the Antitrust Division of the U.S. Department of Justice, they are withdrawing the joint proposal they made in April 2011 to acquire NYSE Euronext and will not commence the previously announced exchange offer to acquire all of the outstanding shares of NYSE Euronext. NASDAQ OMX and ICE made the decision to withdraw their proposal when it became clear that they would not be successful in securing regulatory approval for their joint proposal. The press release is attached as Exhibit 99.1 to this Current Report and is incorporated herein by reference. NASDAQ OMX assumes no obligation to update this Current Report.

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

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	NASDAQ OMX and ICE Joint Press Release, dated May 16, 2011.

**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.

Dated: May 16, 2011

By: /s/ Edward S. Knight

**Edward S. Knight**  
**Executive Vice President and**  
**General Counsel**

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**INDEX TO EXHIBITS**

Exhibit No.

Exhibit Description

99.1 NASDAQ OMX and ICE Joint Press Release, dated May 16, 2011.



**IntercontinentalExchange**

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**NASDAQ OMX and IntercontinentalExchange Withdraw their Proposal to Acquire NYSE Euronext**

NEW YORK and ATLANTA, May 16, 2011 /PRNewswire/ — The NASDAQ OMX Group, Inc. (NDAQ) and IntercontinentalExchange (ICE) today announced that following discussions with the Antitrust Division of the U.S. Department of Justice, they are withdrawing the joint proposal they made in April, 2011 to acquire NYSE Euronext and will not commence the exchange offer to acquire all of the outstanding shares of NYSE Euronext.

NASDAQ OMX CEO Bob Greifeld said: “We took the decision to withdraw our offer when it became clear that we would not be successful in securing regulatory approval for our proposal despite offering a variety of substantial remedies, including the sale of the NYSE SRO and related businesses. We saw a unique opportunity to create more value for stockholders and strengthen the U.S. as a center for capital formation amid an ongoing shift of these vital activities and jobs outside of our country.

“NASDAQ OMX has demonstrated an ability to outperform, whether the comparison is against all other equity exchanges today, or even against the largest derivatives exchanges. We have achieved outstanding earnings growth over the last few years and are confident that our global model features a healthy mix of product diversification and will continue to thrive based on our efficiency and ability to innovate.

“We wish to thank our many customers and shareholders who supported our proposal and acknowledge the efforts of the Antitrust Division in expediting their review of our Joint Proposal. We have said from the beginning that NYSE Euronext shareholders should not be forced to vote on their combination with Deutsche Boerse while antitrust concerns continued to exist in both the U.S. and the EU. While we are surprised and disappointed in the Antitrust Division’s conclusion, some of the uncertainty, at least as it relates to our Joint Proposal, has been resolved.”

ICE Chairman and CEO Jeffrey C. Sprecher said: “We appreciate the strong support of our investors as we made an opportunistic and disciplined move to pursue an attractive combination that would preserve competition in the European derivatives markets. We will maintain our strong focus on the many initiatives we have underway to continue our track record of delivering industry-leading growth and returns for our customers and stockholders. Amid this transaction, we announced the formation of our

Brazilian energy market partnership known as BRIX, the launch of 68 new products, and we reported the best quarter in the company's history.

"I also want to acknowledge the consideration shown by NYSE Euronext stockholders for our joint proposal, which was undertaken with seriousness and a concern for the evolving global market structure. We will continue to seek opportunities that benefit our customers and stockholders, and that leverage our unique global market infrastructure in commodities, derivatives and clearing."

#### **Additional Details**

Other supporting information related to this proposal are available on <http://www.nasdaq.com/deal> and <http://ir.theice.com>.

#### **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/pages/NASDAQ-OMX/108167527653>) and Twitter (<http://www.twitter.com/nasdaqomx>).

#### **About IntercontinentalExchange**

IntercontinentalExchange (NYSE: ICE) is a leading operator of regulated futures exchanges and over-the-counter markets for agricultural, credit, currency, emissions, energy and equity index contracts. ICE Futures Europe hosts trade in half of the world's crude and refined oil futures. ICE Futures U.S. and ICE Futures Canada list agricultural, currencies and Russell Index markets. ICE is also a leading operator of central clearing services for the futures and over-the-counter markets, with five regulated clearing houses across North America and Europe. ICE serves customers in more than 70 countries. [www.theice.com](http://www.theice.com)

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#### **Forward-Looking Statements**

Information set forth in this communication contains forward-looking statements regarding the businesses of NASDAQ OMX and ICE that are intended to be covered by the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. NASDAQ OMX and ICE caution 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 (i) projections about future growth, financial condition and results of operations, (ii) statements regarding future strategic or business plans, and (iii) other statements that are not historical facts. Forward-looking statements involve a number of risks, uncertainties or other factors beyond NASDAQ OMX's and ICE's control. These factors include, but are not limited to, NASDAQ OMX's and ICE'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 each of NASDAQ OMX's and ICE's filings with the U.S. Securities and Exchange Commission (the "SEC"), including (i) NASDAQ OMX's annual reports on Form 10-K and quarterly reports on Form 10-Q that are available on NASDAQ OMX's website at <http://nasdaqomx.com> and (ii) ICE's annual reports on Form 10-K and quarterly reports on Form 10-Q that are available on ICE's website at <http://theice.com>. NASDAQ OMX's and ICE's filings are also available on the SEC website at [www.sec.gov](http://www.sec.gov). NASDAQ OMX and ICE undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.