

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2015

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 000-32651

**The NASDAQ OMX Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

52-1165937  
(I.R.S. Employer  
Identification No.)

**One Liberty Plaza, New York, New York**  
(Address of Principal Executive Offices)

**10006**  
(Zip Code)

+1 212 401 8700

(Registrant's telephone number, including area code)

**No changes**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at July 28, 2015
Common Stock, \$.01 par value per share	168,930,032 shares

The NASDAQ OMX Group, Inc.  
Form 10-Q  
For the Quarterly Period Ended June 30, 2015

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**About This Form 10-Q**

Throughout this Form 10-Q, unless otherwise specified:

- “Nasdaq,” “we,” “us” and “our” refer to The NASDAQ OMX Group, Inc.
- “The NASDAQ Stock Market” and “NASDAQ” refer to the registered national securities exchange operated by The NASDAQ Stock Market LLC.
- “OMX AB” refers to OMX AB (publ), as that entity operated prior to the business combination with Nasdaq.
- “OMX” refers to OMX AB (publ) subsequent to the business combination with Nasdaq.
- “Nasdaq Nordic” refers to collectively, NASDAQ OMX Clearing AB, NASDAQ OMX Stockholm AB, NASDAQ OMX Copenhagen A/S, NASDAQ OMX Helsinki Ltd, and NASDAQ OMX Iceland hf.
- “Nasdaq Baltic” refers to collectively, NASDAQ OMX Tallinn AS, NASDAQ OMX Riga, AS, and NASDAQ OMX Vilnius AB.
- “Nasdaq Nordic Clearing” refers to collectively, the clearing operations conducted through Nasdaq Nordic and Nasdaq Commodities.
- “SEK” or “Swedish Krona” refers to the lawful currency of Sweden.

\* \* \* \* \*

The following is a non-exclusive list of registered trademarks, registered service marks, or trademarks or service marks of Nasdaq or its subsidiaries, in the United States and/or other countries or jurisdictions:

ACES®, AGGREGATION, TRANSPARENCY, CONTROL®, AT-TRADE®, AUTO WORKUP®, AXE®, BWISE®, BX VENTURE MARKET®, CCBN®, CONDICO®, DATAEXPRESS®, DIRECTORS DESK®, DIRECTORSDESK®, DORSEY WRIGHT®, DREAM IT. DO IT.®, DWA®, DX®, E-SPEED®, E-SPEED FILING®, ESPEED®, ESPEED ELITE®, EVI®, FINCLOUD®, FTEN®, GENIUM®, GLOBE NEWSWIRE®, GX®, IGNITE YOUR AMBITION®, INET®, ITCH®, KLEOS®, LIQUIDITYXPRESS®, MARKET INTELLIGENCE DESK®, MARKETSITE®, MYMEDIAINFO®, NASDAQ®, NASDAQ - FINANCIAL®, NASDAQ - FINANCIAL INDEX®, NASDAQ BIOTECHNOLOGY INDEX®, NASDAQ CAPITAL MARKET®, NASDAQ COMPOSITE®, NASDAQ COMPOSITE INDEX®, NASDAQ COMPUTER INDEX®, NASDAQ FINANCIAL-100 INDEX®, NASDAQ GLOBAL MARKET®, NASDAQ GLOBAL SELECT MARKET®, NASDAQ INDUSTRIAL INDEX®, NASDAQ INTERACT®, NASDAQ INTERNET INDEX®, NASDAQ MARKET ANALYTIX®, NASDAQ MARKET CENTER®, NASDAQ MARKET FORCES®, NASDAQ MARKET VELOCITY®, NASDAQ MARKETSITE®, NASDAQ MAX®, NASDAQ MAX MARKET ANALYTIX®, NASDAQ NATIONAL MARKET®, NASDAQ OMX®, NASDAQ OMX ADVANTAGE®, NASDAQ OMX ALPHA INDEXES®, NASDAQ OMX BX®, NASDAQ OMX FUTURES EXCHANGE®, NASDAQ OMX GREEN ECONOMY INDEX®, NASDAQ OMX GROUP®, NASDAQ OMX NORDIC®, NASDAQ PRIVATE MARKET®, NASDAQ Q-50 INDEX®, NASDAQ TELECOMMUNICATIONS INDEX®, NASDAQ TOTALVIEW®, NASDAQ TRADER®, NASDAQ TRANSPORTATION INDEX®, NASDAQ US ALL MARKET®, NASDAQ VOLATILITY GUARD®, NASDAQ WORKSTATION II®, NASDAQ-100®, NASDAQ-100 EUROPEAN TRACKER®, NASDAQ-100 INDEX®, NASDAQ-100 INDEX TRACKING STOCK®, NDX®, NFX WORLD CURRENCY FUTURES®, NFX XL®, OMXS30®, PHILADELPHIA STOCK EXCHANGE®, PHLX®, PHLX XL®, PIXL®, PORTAL ALLIANCE®, QQQ®, QTARGET®, QVIEW®, RE-THINK®, RISKWRAPPER®, RISKXPOSURE®, RX®, SIDECAR®, SIGNALXPRESS®, STRUCTURED LIQUIDITY PROGRAM®, SX®, THE NASDAQ STOCK MARKET®, THE STOCK MARKET FOR THE NEXT 100 YEARS®, TOTAL EQUITY SOLUTION®, TRADE REPORTING DATA STORAGE®, TRADEGUARD®, TRADEXAMINER®, TRDS®, TX®, ULTRAFEED®, UNITED CURRENCY OPTIONS MARKET®, VX PROXY®, XDE®

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All other trademarks and servicemarks used herein are the property of their respective owners.

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This Quarterly Report on Form 10-Q includes market share and industry data that we obtained from industry publications and surveys, reports of governmental agencies and internal company surveys. Industry publications and surveys generally state that the information they contain has been obtained from sources believed to be reliable, but we cannot assure you that this information is accurate or complete. We have not independently verified any of the data from third-party sources nor have we ascertained the underlying economic assumptions relied upon therein. Statements as to our market position are based on the most currently available

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market data. For market comparison purposes, The NASDAQ Stock Market data in this Quarterly Report on Form 10-Q for initial public offerings, or IPOs, is based on data generated internally by us, which includes best efforts underwritings; therefore, the data may not be comparable to other publicly-available IPO data. Data in this Quarterly Report on Form 10-Q for new listings of equity securities on The NASDAQ Stock Market is based on data generated internally by us, which includes best efforts underwritings, issuers that switched from other listing venues, closed-end funds and exchange traded funds, or ETFs. Data in this Quarterly Report on Form 10-Q for IPOs and new listings of equity securities on the Nasdaq Nordic and Nasdaq Baltic exchanges also is based on data generated internally by us. IPOs and new listings data is presented as of period end. While we are not aware of any misstatements regarding industry data presented herein, our estimates involve risks and uncertainties and are subject to change based on various factors. We refer you to the “Risk Factors” section in this Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, the “Risk Factors” section in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 that was filed with the U.S. Securities and Exchange Commission, or SEC, on May 6, 2015 and the “Risk Factors” section in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 that was filed with the SEC on February 17, 2015.

## Forward-Looking Statements

The SEC encourages companies to disclose forward-looking information so that investors can better understand a company's future prospects and make informed investment decisions. This Quarterly Report on Form 10-Q contains these types of statements. Words such as "may," "will," "could," "should," "anticipates," "estimates," "expects," "projects," "intends," "plans," "believes" and words or terms of similar substance used in connection with any discussion of future expectations as to industry and regulatory developments or business initiatives and strategies, future operating results or financial performance identify forward-looking statements. These include, among others, statements relating to:

- our 2015 outlook;
- the scope, nature or impact of acquisitions, divestitures, investments or other transactional activities;
- the integration of acquired businesses, including accounting decisions relating thereto;
- the effective dates for, and expected benefits of, ongoing initiatives, including strategic, restructuring, technology, de-leveraging and capital return initiatives;
- our products and services;
- the impact of pricing changes;
- tax matters;
- the cost and availability of liquidity; and
- any litigation or regulatory or government investigation or action to which we are or could become a party.

Forward-looking statements involve risks and uncertainties. Factors that could cause actual results to differ materially from those contemplated by the forward-looking statements include, among others, the following:

- our operating results may be lower than expected;
- loss of significant trading and clearing volume, market share, listed companies or other customers;
- economic, political and market conditions and fluctuations, including interest rate and foreign currency risk, inherent in U.S. and international operations;
- government and industry regulation;
- our ability to keep up with rapid technological advances and adequately address security risks;
- the performance and reliability of our technology and technology of third parties;
- our ability to successfully integrate acquired businesses, including the fact that such integration may be more difficult, time consuming or costly than expected, and our ability to realize synergies from business combinations and acquisitions;
- our ability to continue to generate cash and manage our indebtedness; and
- adverse changes that may occur in the securities markets generally.

Most of these factors are difficult to predict accurately and are generally beyond our control. You should consider the uncertainty and any risk related to forward-looking statements that we make. These risk factors are discussed under the caption "Part II. Item 1A. Risk Factors," in this Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, our Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 that was filed with the SEC on May 6, 2015 and more fully described in the "Risk Factors" section in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 that was filed with the SEC on February 17, 2015. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. You should carefully read this entire Quarterly Report on Form 10-Q, including "Part 1. Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations," and the condensed consolidated financial statements and the related notes. Except as required by the federal securities laws, we undertake no obligation to update any forward-looking statement, release publicly any revisions to any forward-looking statements or report the occurrence of unanticipated events. For any forward-looking statements contained in any document, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

**PART 1—FINANCIAL INFORMATION****Item 1. Financial Statements.  
The NASDAQ OMX Group, Inc.****Condensed Consolidated Balance Sheets  
(in millions, except share and par value amounts)**

	June 30, 2015 (unaudited)	December 31, 2014
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 324	\$ 427
Restricted cash	17	49
Financial investments, at fair value	264	174
Receivables, net	323	389
Deferred tax assets	35	16
Default funds and margin deposits	2,331	2,194
Other current assets	152	151
Total current assets	3,446	3,400
Property and equipment, net	295	292
Non-current deferred tax assets	621	536
Goodwill	5,469	5,538
Intangible assets, net	2,009	2,077
Other non-current assets	264	228
Total assets	<u>\$ 12,104</u>	<u>\$ 12,071</u>
<b>Liabilities</b>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 188	\$ 189
Section 31 fees payable to SEC	147	124
Accrued personnel costs	94	143
Deferred revenue	231	177
Other current liabilities	125	116
Deferred tax liabilities	30	37
Default funds and margin deposits	2,331	2,194
Total current liabilities	3,146	2,980
Debt obligations	2,281	2,297
Non-current deferred tax liabilities	606	626
Non-current deferred revenue	208	215
Other non-current liabilities	147	159
Total liabilities	<u>6,388</u>	<u>6,277</u>
<b>Commitments and contingencies</b>		
<b>Equity</b>		
Nasdaq stockholders' equity:		
Common stock, \$0.01 par value, 300,000,000 shares authorized, shares issued: 171,707,297 at June 30, 2015 and 170,325,304 at December 31, 2014; shares outstanding: 168,906,727 at June 30, 2015 and 168,795,263 at December 31, 2014	2	2
Additional paid-in capital	3,257	3,222
Common stock in treasury, at cost: 2,800,570 shares at June 30, 2015 and 1,530,041 shares at December 31, 2014	(104)	(41)
Accumulated other comprehensive loss	(805)	(682)
Retained earnings	3,366	3,292
Total Nasdaq stockholders' equity	5,716	5,793
Noncontrolling interests	-	1
Total equity	<u>5,716</u>	<u>5,794</u>
Total liabilities and equity	<u>\$ 12,104</u>	<u>\$ 12,071</u>

See accompanying notes to condensed consolidated financial statements.

## The NASDAQ OMX Group, Inc.

**Condensed Consolidated Statements of Income**  
**(Unaudited)**  
(in millions, except per share amounts)

	Three Months		Six Months Ended	
	Ended	June 30,	30,	June
	2015	2014	2015	2014
<b>Revenues:</b>				
Market Services	\$ 478	\$ 539	\$ 1,018	\$ 1,116
Listing Services	66	60	130	117
Information Services	128	123	253	246
Technology Solutions	135	143	265	283
<b>Total revenues</b>	<b>807</b>	<b>865</b>	<b>1,666</b>	<b>1,762</b>
<b>Transaction-based expenses:</b>				
Transaction rebates	(216)	(252)	(477)	(536)
Brokerage, clearance and exchange fees	(73)	(90)	(164)	(174)
<b>Revenues less transaction-based expenses</b>	<b>518</b>	<b>523</b>	<b>1,025</b>	<b>1,052</b>
<b>Operating expenses:</b>				
Compensation and benefits	144	145	291	303
Marketing and advertising	6	9	13	18
Depreciation and amortization	34	35	67	69
Professional and contract services	42	42	76	81
Computer operations and data communications	23	23	58	45
Occupancy	21	24	42	49
Regulatory	7	7	14	14
Merger and strategic initiatives	3	14	3	42
General, administrative and other	19	33	65	56
Restructuring charges	2	-	152	-
<b>Total operating expenses</b>	<b>301</b>	<b>332</b>	<b>781</b>	<b>677</b>
<b>Operating income</b>	<b>217</b>	<b>191</b>	<b>244</b>	<b>375</b>
Interest income	1	1	1	3
Interest expense	(27)	(30)	(55)	(59)
Net income from unconsolidated investees	1	-	15	-
<b>Income before income taxes</b>	<b>192</b>	<b>162</b>	<b>205</b>	<b>319</b>
Income tax provision	60	61	64	114
<b>Net income</b>	<b>132</b>	<b>101</b>	<b>141</b>	<b>205</b>
Net loss attributable to noncontrolling interests	1	-	1	-
<b>Net income attributable to Nasdaq</b>	<b>\$ 133</b>	<b>\$ 101</b>	<b>\$ 142</b>	<b>\$ 205</b>
<b>Per share information:</b>				
Basic earnings per share	\$ 0.79	\$ 0.60	\$ 0.84	\$ 1.21
Diluted earnings per share	\$ 0.77	\$ 0.59	\$ 0.82	\$ 1.18
Cash dividends declared per common share	\$ 0.25	\$ -	\$ 0.40	\$ 0.28

See accompanying notes to condensed consolidated financial statements.

## The NASDAQ OMX Group, Inc.

**Condensed Consolidated Statements of Comprehensive Income  
(Unaudited)  
(in millions)**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
<b>Net income</b>	\$ 132	\$ 101	\$ 141	\$ 205
Other comprehensive income (loss):				
Foreign currency translation gains (losses):				
Net foreign currency translation gains (losses)	125	(124)	(188)	(137)
Income tax (expense) benefit	(48)	54	65	62
Total other comprehensive income (loss), net of tax	77	(70)	(123)	(75)
<b>Comprehensive income</b>	209	31	18	130
Comprehensive loss attributable to noncontrolling interests	1	-	1	-
<b>Comprehensive income attributable to Nasdaq</b>	\$ 210	\$ 31	\$ 19	\$ 130

See accompanying notes to condensed consolidated financial statements.



## The NASDAQ OMX Group, Inc.

**Condensed Consolidated Statements of Cash Flows**  
**(Unaudited)**  
**(in millions)**

	<u>Six Months Ended June 30,</u>	
	<u>2015</u>	<u>2014</u>
<b>Cash flows from operating activities:</b>		
Net income	\$ 141	\$ 205
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	67	69
Share-based compensation	32	30
Excess tax benefits related to share-based payments	(5)	(6)
Deferred income taxes	(64)	(21)
Non-cash restructuring charges	134	-
Non-cash merger and strategic initiatives	-	20
Net income from unconsolidated investees	(15)	-
Other reconciling items included in net income	9	18
Net change in operating assets and liabilities, net of effects of acquisition:		
Receivables, net	54	(10)
Other assets	13	(10)
Accounts payable and accrued expenses	(3)	(36)
Section 31 fees payable to SEC	23	72
Accrued personnel costs	(45)	(54)
Deferred revenue	58	99
Other liabilities	7	7
<b>Net cash provided by operating activities</b>	<b>406</b>	<b>383</b>
<b>Cash flows from investing activities:</b>		
Purchases of trading securities	(190)	(201)
Proceeds from sales and redemptions of trading securities	117	200
Purchases of available-for-sale investment securities	(27)	(17)
Proceeds from sale of available-for-sale investment securities	3	-
Capital contribution in equity method investment	(30)	-
Acquisition of businesses, net of cash and cash equivalents acquired	(226)	-
Purchases of property and equipment	(59)	(66)
Other investment activities	(6)	(10)
<b>Net cash used in investing activities</b>	<b>(418)</b>	<b>(94)</b>
<b>Cash flows from financing activities:</b>		
Payments of debt obligations	(91)	(754)
Proceeds from utilization of credit commitment	131	519
Cash paid for repurchase of common stock	(55)	(93)
Cash dividends	(68)	(47)
Proceeds received from employee stock activity	17	18
Payments related to employee shares withheld for taxes	(27)	(23)
Excess tax benefits related to share-based payments	5	6
Other financing activities	-	1
<b>Net cash used in financing activities</b>	<b>(88)</b>	<b>(373)</b>
Effect of exchange rate changes on cash and cash equivalents	(3)	-
Net decrease in cash and cash equivalents	(103)	(84)
Cash and cash equivalents at beginning of period	427	398
Cash and cash equivalents at end of period	<u>\$ 324</u>	<u>\$ 314</u>
<b>Supplemental Disclosure Cash Flow Information</b>		
Cash paid for:		
Interest	\$ 65	\$ 76
Income taxes, net of refund	\$ 111	\$ 103
Non-cash investing activities:		
Cost method investment	\$ -	\$ 75

See accompanying notes to condensed consolidated financial statements.

**The NASDAQ OMX Group, Inc.**

**Notes to Condensed Consolidated Financial Statements (unaudited)**

**1. Organization and Nature of Operations**

We are a leading provider of trading, clearing, exchange technology, regulatory, securities listing, information and public company services across six continents. Our global offerings are diverse and include trading and clearing across multiple asset classes, access services, data products, financial indexes, capital formation solutions, corporate solutions and market technology products and services. Our technology powers markets across the globe, supporting equity derivatives trading, clearing and settlement, cash equity trading, fixed income trading and many other functions.

We manage, operate and provide our products and services in four business segments: Market Services, Listing Services, Information Services and Technology Solutions.

**Market Services**

Our Market Services segment includes our equity derivative trading and clearing, cash equity trading, fixed income, currency and commodities trading and clearing, or FICC, and access and broker services businesses. We operate multiple exchanges and other marketplace facilities across several asset classes, including derivatives, commodities, cash equity, debt, structured products and ETFs. In addition, in some countries where we operate exchanges, we also provide broker services, clearing, settlement and central depository services. Our transaction-based platforms provide market participants with the ability to access, process, display and integrate orders and quotes. The platforms allow the routing and execution of buy and sell orders as well as the reporting of transactions, providing fee based revenues.

In the U.S., we operate three options exchanges, as well as three cash equity exchanges. The NASDAQ Stock Market, the largest of our cash equities exchanges, is the largest single venue of liquidity for trading U.S.-listed cash equities. We also operate a leading electronic platform for trading of U.S. Treasuries.

In Europe, we operate exchanges in Stockholm (Sweden), Copenhagen (Denmark), Helsinki (Finland), and Iceland, as well as the clearing operations of Nasdaq Nordic Clearing. We also operate exchanges in Tallinn (Estonia), Riga (Latvia) and Vilnius (Lithuania) as Nasdaq Baltic. Collectively, Nasdaq Nordic and Nasdaq Baltic offer trading in cash equities and depository receipts, warrants, convertibles, rights, fund units and ETFs, as well as trading and clearing of derivatives and clearing of resale and repurchase agreements. Through Nasdaq First North, our Nordic and Baltic operations also offer alternative marketplaces for smaller companies.

In addition, Nasdaq Commodities operates a power derivatives exchange regulated in Norway and a European carbon exchange. In the U.K., we operate Nasdaq NLX, a London-based multilateral trading venue that offers a range of both short-term interest rate and long-term interest rate euro- and sterling-based listed derivative products.

Through our access services business, we provide market participants with a wide variety of alternatives for connecting to and accessing our markets via a number of different protocols used for quoting, order entry, trade reporting, DROP functionality and connectivity to various data feeds. We also provide co-location services to market participants, whereby firms may lease cabinet space and power to house their own equipment and servers within our data center. Our broker services operations offer technology and customized securities administration solutions to financial participants in the Nordic market.

**Listing Services**

Our Listing Services segment includes our U.S. and European Listing Services businesses. We operate a variety of listing platforms around the world to provide multiple global capital raising solutions for private and public companies. Our main listing markets are The NASDAQ Stock Market and the Nasdaq Nordic and Nasdaq Baltic exchanges. We also operate The NASDAQ Private Market, LLC, or NPM, a marketplace for private growth companies.

As of June 30, 2015, The NASDAQ Stock Market was home to 2,828 listed companies with a combined market capitalization of approximately \$8.3 trillion, and in Europe, the Nasdaq Nordic and Nasdaq Baltic exchanges, together with Nasdaq First North, were home to 835 listed companies with a combined market capitalization of approximately \$1.3 trillion.

**Information Services**

Our Information Services segment includes our Data Products and our Index Licensing and Services businesses.

Our Data Products business sells and distributes historical and real-time quote and trade information to market participants and data distributors. Our data products enhance transparency of the market activity within the exchanges that we operate and provide critical information to financial professionals and individual investors globally.

Our Index Licensing and Services business develops and licenses Nasdaq branded indexes, associated derivatives, and financial products and also provides custom calculation services for third-party clients. We currently calculate and distribute over 42,000 indexes. We had over \$108 billion of assets under management in exchange traded products tracking Nasdaq indexes as of June 30, 2015.

## **Technology Solutions**

Our Technology Solutions segment includes our Corporate Solutions and Market Technology businesses.

Our Corporate Solutions business serves corporate clients, including companies listed on our exchanges. We help organizations manage the two-way flow of information with their key constituents, including their board members and investors, and with clients and the public through our suite of advanced technology, analytics, and consultative services. Our Corporate Solutions business primarily offers products to serve the following key areas: investor relations, public relations, multimedia solutions, and governance. We currently have approximately 10,000 Corporate Solutions clients.

Our Market Technology business is a leading global technology solutions provider and partner to exchanges, clearing organizations, central securities depositories, regulators, banks, brokers and corporate businesses. Our Market Technology business is the sales channel for our complete global offering to other marketplaces.

Market Technology provides technology solutions for trading, clearing, settlement, surveillance and information dissemination to markets with wide-ranging requirements, from the leading markets in the U.S., Europe and Asia to emerging markets in the Middle East, Latin America, and Africa. Our marketplace solutions can handle a wide array of assets including cash equities, equity derivatives, currencies, various interest-bearing securities, commodities, energy products and derivatives, and are currently powering more than 70 marketplaces in 50 countries. Market Technology also provides market surveillance services to broker-dealer firms worldwide, as well as enterprise governance, risk management and compliance software solutions.

## **2. Basis of Presentation and Principles of Consolidation**

The condensed consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles, or U.S. GAAP. The condensed consolidated financial statements include the accounts of Nasdaq, its wholly-owned subsidiaries and other entities in which Nasdaq has a controlling financial interest. When we do not have a controlling interest in an entity but exercise significant influence over the entity's operating and financial policies, such investment is accounted for under the equity method of accounting. We recognize our share of earnings or losses of an equity method investee based on our ownership percentage. As permitted under U.S. GAAP, for certain equity method investments for which financial information is not sufficiently timely for us to apply the equity method of accounting currently, we record our share of the earnings or losses of the investee from the most recently available financial statements on a lag. See "Equity Method Investments," of Note 6, "Investments," for further discussion of our equity method investments.

The accompanying condensed consolidated financial statements reflect all adjustments which are, in the opinion of management, necessary for a fair statement of the results for the interim periods presented. These adjustments are of a normal recurring nature. All significant intercompany accounts and transactions have been eliminated in consolidation.

As permitted under U.S. GAAP, certain footnotes or other financial information can be condensed or omitted in the interim condensed consolidated financial statements. The information included in this Quarterly Report on Form 10-Q should be read in conjunction with the consolidated financial statements and accompanying notes included in Nasdaq's Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

Certain prior period amounts have been reclassified to conform to the current period presentation.

The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts and the disclosure of contingent amounts in the condensed consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

We have evaluated subsequent events through the issuance date of this Quarterly Report on Form 10-Q. See Note 17, "Subsequent Event," for further discussion.

## **Income Tax Matters**

We use the asset and liability method to determine income taxes on all transactions recorded in the condensed consolidated financial statements. Deferred tax assets and liabilities are determined based on differences between the financial statement carrying amounts and the tax basis of existing assets and liabilities (i.e., temporary differences) and are measured at the enacted rates that will be in effect when these differences are realized. If necessary, a valuation allowance is established to reduce deferred tax assets to the amount that is more likely than not to be realized.

In order to recognize and measure our unrecognized tax benefits, management determines whether a tax position is more likely than not to be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. Once it is determined that a position meets the recognition thresholds, the position is measured to determine the amount of benefit to be recognized in the condensed consolidated financial statements. Interest and/or penalties related to income tax matters are recognized in income tax expense.

Nasdaq's income tax provision was \$60 million in the second quarter of 2015 and \$64 million in the first six months of 2015 compared with \$61 million in the second quarter of 2014 and \$114 million in the first six months of 2014. The overall effective tax rate was 31% in the second quarter and first six months of 2015 compared with 38% in the second quarter of 2014 and 36% in the first six months of 2014. The lower effective tax rate in the second quarter and first six months of 2015 when compared with the same periods in 2014 is primarily due to a change in the geographic mix of earnings and losses. In addition, in the second quarter of 2014, we recorded adjustments related to our 2010 through 2012 tax return liabilities which resulted in an increase to the tax provision. The effective tax rate may vary from period to period depending on, among other factors, the geographic and business mix of earnings and losses. These same and other factors, including history of pre-tax earnings and losses, are taken into account in assessing the ability to realize deferred tax assets.

Nasdaq and its eligible subsidiaries file a consolidated U.S. federal income tax return and applicable state and local income tax returns and non-U.S. income tax returns. Federal income tax returns for the years 2011 through 2013 are currently under audit by the Internal Revenue Service and we are subject to examination for years 2008 through 2010. Several state tax returns are currently under examination by the respective tax authorities for the years 2005 through 2013. Non-U.S. tax returns are subject to examination by the respective tax authorities for the years 2008 through 2014. We anticipate that the amount of unrecognized tax benefits at June 30, 2015 will significantly decrease in the next twelve months as we expect to settle certain tax audits. The final outcome of such audits cannot yet be determined. We anticipate that such adjustments will not have a material impact on our consolidated financial position or results of operations.

In the fourth quarter of 2010, we received an appeal from the Finnish Tax Authority challenging certain interest expense deductions claimed by Nasdaq in Finland for the year 2008. The appeal also demanded certain penalties be paid with regard to the company's tax return filing position. In October 2012, the Finnish Appeals Board disagreed with the company's tax return filing position for years 2009 through 2011, even though the tax return position with respect to this deduction was previously reviewed and approved by the Finnish Tax Authority. In June 2014, the Finnish Administrative Court also disagreed with the company's tax return filing position for these years. We have appealed this ruling to the Finnish Supreme Administrative Court and expect to receive a favorable decision. Through June 30, 2015, we have recorded tax benefits of \$26 million associated with this filing position. We have paid \$37 million to the Finnish tax authorities, which includes \$11 million in interest and penalties. We expect the Finnish Supreme Administrative Court to agree with our position, which would result in an expected refund to Nasdaq of \$33 million, which reflects the impact of foreign currency translation. If the Finnish Supreme Administrative Court disagrees with our position, we would record tax expense of \$33 million, or \$0.19 per diluted share.

From 2009 through 2012, we recorded tax benefits associated with certain interest expense incurred in Sweden. Our position is supported by a 2011 ruling we received from the Swedish Supreme Administrative Court. However, under new legislation effective January 1, 2013, limitations are imposed on certain forms of interest expense. Because this legislation is unclear with regard to our ability to continue to claim such interest deductions, Nasdaq filed an application for an advance tax ruling with the Swedish Tax Council for Advance Tax Rulings. In June 2014, we received an unfavorable ruling from the Swedish Tax Council for Advance Tax Rulings. We appealed this ruling to the Swedish Supreme Administrative Court; however the Swedish Supreme Administrative Court has denied our request for a ruling based on procedural requirements. As a result of the Swedish Supreme Administrative Court's denial of our request to provide a ruling, we will appeal to the Lower Administrative Court. We continue to expect a favorable decision. Since January 1, 2013, we have recorded tax benefits of \$38 million, or \$0.22 per diluted share, related to this matter. We expect to record recurring quarterly tax benefits of \$3 million to \$4 million with respect to this issue for the foreseeable future.

#### **Other Tax Matter**

In December 2012, the Swedish Tax Agency approved our 2010 amended value added tax, or VAT, tax return and we received a cash refund for the amount claimed. In 2013, we filed amended VAT tax returns for 2011 and 2012, utilizing the same approach which was approved for the 2010 filing. We also utilized this approach in our 2013 and 2014 filings. However, even though the VAT return position was previously reviewed and approved by the Swedish Tax Agency, the Swedish Tax Agency challenged our approach. The revised position of the Swedish Tax Agency was upheld by the Lower Administrative Court during the first quarter of 2015. As a result, in the first quarter of 2015, we reversed the previously recorded benefit of \$12 million, based on the court decision. We will appeal the ruling of the Lower Administrative Court to the Court of Appeals.

#### **Recently Announced Accounting Pronouncements**

##### ***ASU 2015-03***

In April 2015, the Financial Accounting Standards Board, or FASB, issued Accounting Standards Update, or ASU, 2015-03, "Simplifying the Presentation of Debt Issuance Costs," which requires debt issuance costs to be presented in the balance sheet as a direct deduction from the carrying amount of the related debt liability rather than as an asset. This guidance does not change the recognition and measurement of debt issuance costs. In the second quarter of 2015, we elected to early adopt this guidance retrospectively for all periods presented in the Condensed Consolidated Balance Sheets. The reclassification of debt issuance costs

resulted in reductions in other non-current assets and debt obligations of \$16 million for the year ended December 31, 2014. Other than this reclassification, the adoption of this guidance did not have an impact on our consolidated financial statements.

### ASU 2014-09

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)," which supersedes the revenue recognition guidance in Accounting Standards Codification, or ASC, 605, "Revenue Recognition." The new revenue recognition standard sets forth a five-step revenue recognition model to determine when and how revenue is recognized. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration it expects to receive in exchange for those goods or services. The standard also requires more detailed disclosures. The standard provides alternative methods of initial adoption. On July 9, 2015, the FASB approved the deferral of the effective date of the new revenue recognition standard by one year. As a result, this new standard will now be effective for us on January 1, 2018. Early adoption as of the original effective date is permitted. We are currently assessing the impact that this standard will have on our consolidated financial statements.

### 3. Restructuring Charges

During the first quarter of 2015, we performed a comprehensive review of our processes, businesses and systems in a company-wide effort to improve performance, cut costs, and reduce spending. In the first quarter of 2015, we also decided to change our company name from The NASDAQ OMX Group, Inc. to Nasdaq, Inc., which we expect to become effective in the third quarter of 2015. We currently estimate that we will recognize net pre-tax restructuring charges of \$182 million, consisting of the rebranding of our trade name, severance, asset impairments, facility-related and other costs. We recognized net restructuring charges of \$2 million for the three months ended June 30, 2015 and \$152 million for the six months ended June 30, 2015, with the remaining amount to be recognized through June 2016. The restructuring charge for both the three and six months ended June 30, 2015 includes the reversal of a sublease loss reserve of \$10 million. See "Facilities-related" below for further discussion. Through this initiative, we expect to generate pre-tax savings in 2015 of approximately \$19 million and annualized savings of \$23 million. Restructuring charges are recorded on restructuring plans that have been committed to by management and are, in part, based upon management's best estimates of future events. Changes to the estimates may require future adjustments to the restructuring liabilities. There were no restructuring charges in the comparable periods of 2014.

The following table presents a summary of restructuring charges in the Condensed Consolidated Statements of Income:

	Three Months Ended June 30, 2015	Six Months Ended June 30, 2015
	(in millions)	
Rebranding of trade name	\$ -	\$ 119
Severance	3	21
Facilities-related	(10)	(7)
Asset impairments	6	15
Other	3	4
Total restructuring charges	<u>\$ 2</u>	<u>\$ 152</u>

#### Rebranding of Trade Name

As noted above, in connection with our global rebranding initiative, we decided to change our company name from The NASDAQ OMX Group, Inc. to Nasdaq, Inc., which we expect to become effective in the third quarter of 2015. In connection with this action, we decided to discontinue the use of the OMX trade name and recorded a pre-tax, non-cash impairment charge of \$119 million in March 2015 because we no longer attribute any material value to the trade name. The impairment charge did not impact the company's consolidated cash flows, liquidity, or capital resources.

#### Severance

Severance, other termination benefits and other associated costs of \$3 million for the three months ended June 30, 2015 and \$21 million for the six months ended June 30, 2015, related to workforce reductions of 220 positions across our organization. In addition to reducing our workforce, we have relocated certain functions to lower cost locations and will continue hiring in these lower cost locations to support the business.

#### Facilities-related

The facilities-related credit of \$10 million for the three months ended June 30, 2015 and \$7 million for the six months ended June 30, 2015 primarily pertains to the release of a previously recorded sublease loss reserve for part of the space we lease in New York, New York located at 1500 Broadway. In June 2015, as part of our real estate reorganization plans, management decided to occupy this space. Based on management's decision, we released the sublease loss reserve recorded for this space which totaled \$10 million.

## Asset Impairments

Asset impairment charges of \$6 million for the three months ended June 30, 2015 and \$15 million for the six months ended June 30, 2015, primarily related to fixed assets and capitalized software that were retired during each respective period.

## Restructuring Reserve

The following table presents the changes in the restructuring reserve during the six months ended June 30, 2015:

	Balance at January 1, 2015	Expense Incurred	Cash	Payments	Balance at June 30, 2015
					(in millions)
Severance	\$ -	\$ 21		\$ (4)	\$ 17
Facilities-related	-	3		(2)	1
<b>Total</b>	<b>\$ -</b>	<b>\$ 24</b>	<b>\$ -</b>	<b>\$ (6)</b>	<b>\$ 18</b>

As of June 30, 2015, the majority of the restructuring reserve is included in other current liabilities in the Condensed Consolidated Balance Sheets and will be paid during the remainder of 2015.

## 4. Acquisition

We completed the following acquisition in 2015. Financial results are included in our Condensed Consolidated Statements of Income from the date of the acquisition.

	Purchase Consideration	Total Net Assets (Liabilities) Acquired	Purchased Intangible Assets	Goodwill
				(in millions)
Dorsey, Wright & Associates, LLC	\$ 226	\$ (26)	\$ 141	\$ 111

### Acquisition of Dorsey, Wright & Associates, LLC

On January 30, 2015, we completed the acquisition of Dorsey, Wright & Associates, LLC, or DWA, for \$226 million (\$225 million cash paid plus \$1 million in working capital adjustments). DWA is a market leader in data analytics, passive indexing and smart beta strategies. We acquired net assets, at fair value, totaling \$8 million and recorded a current deferred tax liability of \$1 million and a non-current deferred tax liability of \$33 million related to differences in the U.S. GAAP and tax basis of our investment in DWA, resulting in total net liabilities acquired of \$26 million. DWA is part of our Information Services segment.

Nasdaq used cash on hand and borrowed \$100 million under the revolving credit commitment of our current credit facility to fund this acquisition.

### Intangible Assets

The following table presents the details of the purchased intangible assets acquired in the acquisition of DWA. All purchased intangible assets with finite lives are amortized using the straight-line method.

	Value	Estimated Average Remaining Useful Life
<b>Intangible assets:</b>	(in millions)	(in years)
Trade name	\$ 108	Indefinite
Customer relationships	29	15 years
Technology	4	5 years
<b>Total intangible assets</b>	<b>\$ 141</b>	

### Trade Name

The DWA trade name is recognized in the industry and carries a reputation for quality. As such, DWA's reputation and positive recognition embodied in the trade name is a valuable asset to Nasdaq. The trade name was considered the primary asset acquired in this transaction. In valuing the acquired trade name, we used the income approach, specifically the excess earnings method. The excess earnings method examines the economic returns contributed by the identified tangible and intangible assets of a company, and then isolates the excess return that is attributable to the intangible asset being valued.

A discount rate of 17% was utilized, which reflects the amount of risk associated with the hypothetical cash flows generated by the DWA trade name in the future. In developing a discount rate for the trade name, we estimated a weighted average cost of capital

for the overall business and we employed this rate when discounting the cash flows. The resulting discounted cash flows were then tax-effected at a rate of 36.5%, and a discounted tax amortization benefit was added to the fair value of the asset under the assumption that the trade name would be amortized for tax purposes over a period of 15 years.

We estimated the useful life of the trade name to be indefinite. The useful life was based on several factors including the number of years the name has been in service, its popularity within the industry, and our intention to continue its use in the branding of products.

#### Customer Relationships

Customer relationships represent the non-contractual and contractual relationships that DWA has with its customers. The DWA customer relationships were valued individually for each of DWA's businesses using the income approach, specifically the with-and-without method. The with-and-without method is commonly used when the cash flows of a business can be estimated with and without the asset in place. The premise associated with this valuation technique is that the value of an asset is represented by the differences in the subject business' cash flows under scenarios where (a) the asset is present and is used in operations (with); and (b) the asset is absent and not used in operations (without). Cash flow differentials are then discounted to present value to arrive at an estimate of fair value for the asset.

We estimated that without current customer relationships, it would take approximately 3-6 years, depending on the business, for the customer base to grow to 100% of current projected revenues. We also made estimates related to compensation levels and other expenses such as sales and marketing that would be incurred as the business was ramped up through the year in which the customer base would be expected to reach the level that currently exists.

A discount rate of 17.5%, which reflects the estimated weighted average cost of capital for the overall business plus a premium of 0.5% reflecting the risk and uncertainty of the cash flows for the customer relationships relative to the overall business, was utilized when discounting the cash flows. The resulting discounted cash flows were then tax-effected at a rate of 36.5%, and a discounted tax amortization benefit was added to the fair value of the asset under the assumption that the customer relationships would be amortized for tax purposes over a period of 15 years.

Based on the historical behavior of the customers and a parallel analysis of the customers using the excess earnings method, we estimated the remaining useful life for the acquired customer relationships to be 15 years.

#### Technology

The fair value of the acquired DWA developed technology was valued using the income approach, specifically the relief from royalty method, or RFRM. The RFRM is used to estimate the cost savings that accrue to the owner of an intangible asset who would otherwise have to pay royalties or license fees on revenues earned through the use of the asset. The royalty rate is applied to the projected revenue over the expected remaining life of the intangible asset to estimate royalty savings. The net after-tax royalty savings are calculated for each year in the remaining economic life of the intangible asset and discounted to present value.

To determine the royalty rate we searched for and identified market transactions and royalty rates for comparable technology. In addition, we performed a profit split analysis that produced a range of royalty rates that were then compared for reasonableness to the royalty rates identified in the market transactions and royalty rates for comparable technology. Profit split theory states that a reasonable market participant would be willing and able to make revenue-based royalty payments of 25 to 30 percent of their operating profit to receive the rights to certain licensable intellectual property necessary for conducting business. Conversely, the owner of such intellectual property would save that amount or be relieved from making those royalty payments. We estimated supportable royalty rates for the technology and selected a pre-tax royalty rate of 15%.

A discount rate of 17% was utilized, which reflects the estimated weighted average cost of capital for the overall business and we employed this rate when discounting the cash flows. The resulting discounted cash flows were then tax-effected at a rate of 36.5%, and a discounted tax amortization benefit was added to the fair value of the asset under the assumption that the technology would be amortized for tax purposes over a period of 15 years.

We have estimated the remaining useful life for the acquired developed technology to be 5 years.

#### **Pro Forma Results and Acquisition-related Costs**

Pro forma financial results for the acquisition of DWA completed in January 2015 have not been presented since the acquisition was not material to our financial results.

Acquisition-related costs for the acquisition of DWA were immaterial.

## 5. Goodwill and Purchased Intangible Assets

### Goodwill

The following table presents the changes in goodwill by business segment during the six months ended June 30, 2015:

	Market Services	Listing Services	Information Services	Technology Solutions	Total
	(in millions)				
Balance at December 31, 2014	\$ 3,081	\$ 114	\$ 1,794	\$ 549	\$ 5,538
Goodwill acquired	-	-	111	-	111
Foreign currency translation adjustment	(97)	(7)	(62)	(14)	(180)
Balance at June 30, 2015	\$ 2,984	\$ 107	\$ 1,843	\$ 535	\$ 5,469

The goodwill acquired for Information Services shown above relates to our acquisition of DWA in January 2015. See Note 4, "Acquisition," for further discussion.

As of June 30, 2015, the amount of goodwill that is expected to be deductible for tax purposes in future periods is \$887 million, of which \$523 million is related to our acquisition of certain assets and assumption of certain liabilities of the eSpeed business, or eSpeed, \$268 million is related to our acquisition of the Investor Relations, Public Relations and Multimedia Solutions businesses of Thomson Reuters, or the TR Corporate businesses, and \$96 million is related to other acquisitions.

Goodwill represents the excess of the purchase price over the value assigned to the net tangible and identifiable intangible assets of a business acquired. Goodwill is allocated to our reporting units based on the assignment of the fair values of each reporting unit of the acquired company. We test goodwill for impairment at the reporting unit level annually, or in interim periods if certain events occur indicating that the carrying amount may be impaired, such as changes in the business climate, poor indicators of operating performance or the sale or disposition of a significant portion of a reporting unit. There was no impairment of goodwill for the six months ended June 30, 2015 and 2014; however, events such as economic weakness or unexpected significant declines in operating results of a reporting unit may result in goodwill impairment charges in the future.

### Purchased Intangible Assets

The following table presents details of our total purchased intangible assets, both finite- and indefinite-lived:

	June 30, 2015				December 31, 2014			
	Gross Amount	Accumulated Amortization	Net Amount	Weighted-Average Useful Life (in Years)	Gross Amount	Accumulated Amortization	Net Amount	Weighted-Average Useful Life (in Years)
	(in millions)				(in millions)			
<b>Finite-Lived Intangible Assets</b>								
Technology	\$ 38	\$ (19)	\$ 19	5	\$ 35	\$ (16)	\$ 19	5
Customer relationships	1,038	(358)	680	20	1,009	(329)	680	20
Other	5	(3)	2	9	5	(3)	2	9
Foreign currency translation adjustment	(121)	35	(86)		(94)	26	(68)	
Total finite-lived intangible assets	\$ 960	\$ (345)	\$ 615		\$ 955	\$ (322)	\$ 633	
<b>Indefinite-Lived Intangible Assets</b>								
Exchange and clearing registrations	\$ 790	\$ -	\$ 790		\$ 790	\$ -	\$ 790	
Trade names	700	-	700		756	-	756	
Licenses	51	-	51		51	-	51	
Foreign currency translation adjustment	(147)	-	(147)		(153)	-	(153)	
Total indefinite-lived intangible assets	\$ 1,394	\$ -	\$ 1,394		\$ 1,444	\$ -	\$ 1,444	
Total intangible assets	\$ 2,354	\$ (345)	\$ 2,009		\$ 2,399	\$ (322)	\$ 2,077	

Amortization expense for purchased finite-lived intangible assets was \$15 million for the three months ended June 30, 2015, \$18 million for the three months ended June 30, 2014, \$31 million for the six months ended June 30, 2015, and \$36 million for the six months ended June 30, 2014.



The estimated future amortization expense (excluding the impact of foreign currency translation adjustment) of purchased finite-lived intangible assets as of June 30, 2015 is as follows:

	(in millions)
2015 <sup>(1)</sup>	\$ 34
2016	66
2017	64
2018	60
2019	47
2020 and thereafter	430
Total	\$ 701

<sup>(1)</sup> Represents the estimated amortization to be recognized for the remaining six months of 2015.

### **Intangible Asset Impairment Charge**

In connection with our global rebranding initiative, we decided to change our company name from The NASDAQ OMX Group, Inc. to Nasdaq, Inc., which we expect to become effective in the third quarter of 2015. In connection with this action, we decided to discontinue the use of the OMX trade name and recorded a pre-tax, non-cash impairment charge of \$119 million in March 2015 because we no longer attribute any material value to the trade name. The impairment charge did not impact the company's consolidated cash flows, liquidity, or capital resources. This charge is included in restructuring charges in the Condensed Consolidated Statements of Income for the six months ended June 30, 2015.

## **6. Investments**

### **Trading Securities**

Trading securities, which are included in financial investments, at fair value in the Condensed Consolidated Balance Sheets, were \$237 million as of June 30, 2015 and \$171 million as of December 31, 2014. These securities are primarily comprised of highly rated European government debt securities, of which \$158 million as of June 30, 2015 and \$159 million as of December 31, 2014, are assets utilized to meet regulatory capital requirements primarily for our clearing operations at Nasdaq Nordic Clearing.

### **Available-for-Sale Investment Securities**

Available-for-sale investment securities, which are included in financial investments, at fair value in the Condensed Consolidated Balance Sheets, were \$27 million as of June 30, 2015 and \$3 million as of December 31, 2014. These securities are primarily comprised of short-term commercial paper. As of June 30, 2015 and December 31, 2014, the cumulative unrealized gains and losses on these securities were immaterial.

### **Equity Method Investments**

The carrying amounts of our equity method investments totaled \$69 million as of June 30, 2015 and \$25 million as of December 31, 2014 and are included in other non-current assets in the Condensed Consolidated Balance Sheets. The increase in the first half of 2015 was primarily due to our capital contribution of \$30 million to The Options Clearing Corporation, or OCC. See below for further discussion. As of June 30, 2015, our equity method investments primarily included equity interests in OCC, EuroCCP N.V. and The Order Machine, or TOM. As of December 31, 2014, our equity method investments consisted primarily of our equity interests in EuroCCP N.V. and TOM.

Net income recognized from our equity interest in the earnings and losses of these equity method investments was \$1 million for the three months ended June 30, 2015, \$15 million for the six months ended June 30, 2015 and was immaterial for both the three and six months ended June 30, 2014. The increase in the second quarter and first six months of 2015 compared with the same periods in 2014 is primarily due to income recognized from our equity method investment in OCC. We were not able to determine what our share of OCC's income was for the year ended December 31, 2014 until the first quarter of 2015, when OCC's financial statements were made available to us. As a result, we recorded other income of \$13 million in March 2015 relating to our share of OCC's income for the year ended December 31, 2014. This income is included in net income from unconsolidated investees in the Condensed Consolidated Statements of Income.

### **Capital Contribution to The Options Clearing Corporation**

In March 2015, in connection with being designated systemically important by the Financial Stability Oversight Council, OCC implemented a capital plan under which the options exchanges that are OCC's stockholders made new capital contributions to OCC, committed to make further capital contributions in the future under certain specified circumstances, and received certain commitments from OCC with respect to future dividend payments and related matters. Certain aspects of the OCC capital plan require approval by the SEC. Under the OCC capital plan, OCC's existing exchange stockholders, including Nasdaq, each contributed a pro-rata share of

\$150 million in new equity capital. Nasdaq's capital contribution was \$30 million. OCC's exchange stockholders also committed to provide, as may become necessary from time to time, additional replenishment capital on a pro-rata basis if certain capital thresholds are triggered. For its part, OCC adopted specific policies with respect to fees, customer refunds and stockholder dividends, which envision an annual dividend payment to its stockholders equal to the portion of OCC's after-tax income that exceeds OCC's capital requirements after payment of refunds to OCC's clearing members (with such customer refunds generally to constitute 50% of the portion of OCC's pre-tax income that exceeds OCC's capital requirements). After the SEC staff approved the OCC capital plan and the stockholders made their capital contributions, the plan's further effectiveness was suspended under the applicable SEC rules because certain unrelated parties petitioned the full Commission to reconsider the capital plan's approval. If the SEC staff's approval is reversed or the suspension of the capital plan's effectiveness is not lifted in a timely manner, then the transaction may be reversed and the 2015 capital contributions returned to stockholders.

### Cost Method Investments

The carrying amounts of our cost method investments totaled \$130 million as of June 30, 2015 and \$138 million as of December 31, 2014 and are included in other non-current assets in the Condensed Consolidated Balance Sheets. As of June 30, 2015 and December 31, 2014, our cost method investments represent our 5% ownership interest in Borsa Istanbul and our 5% ownership interest in LCH.Clearnet Group Limited, or LCH.

The Borsa Istanbul shares, which were issued to us in the first quarter of 2014, are part of the consideration to be received under a market technology agreement. This investment has a cost basis of \$75 million which is guaranteed to us via a put option negotiated as part of the market technology agreement.

### 7. Deferred Revenue

Deferred revenue represents consideration received that is yet to be recognized as revenue. At June 30, 2015, we estimate that our deferred revenue, which is primarily Listing Services and Technology Solutions revenues, will be recognized in the following years:

	<u>Initial Listing Revenues</u>	<u>Listing of Additional Shares Revenues</u>	<u>Annual Renewal and Other Revenues</u>	<u>Technology Solutions Revenues<sup>(2)</sup></u>	<u>Total</u>
	(in millions)				
Fiscal year ended:					
2015 <sup>(1)</sup>	\$ 8	\$ 16	\$ 116	\$ 54	\$ 194
2016	14	26	2	32	74
2017	12	17	-	30	59
2018	10	6	-	22	38
2019	8	-	-	20	28
2020 and thereafter	4	-	-	42	46
	<u>\$ 56</u>	<u>\$ 65</u>	<u>\$ 118</u>	<u>\$ 200</u>	<u>\$ 439</u>

<sup>(1)</sup> Represents deferred revenue that is anticipated to be recognized over the remaining six months of 2015.

<sup>(2)</sup> The timing of recognition of our deferred Technology Solutions revenues is primarily dependent upon the completion of customization and any significant modifications made pursuant to existing Market Technology contracts and the timing of Corporate Solutions subscription-based contracts. As such, as it relates to Market Technology revenues, the timing represents our best estimate.

The changes in our deferred revenue during the six months ended June 30, 2015 and 2014 are reflected in the following table.

	<u>Initial Listing Revenues</u>	<u>Listing of Additional Shares Revenues</u>	<u>Annual Renewal and Other Revenues</u>	<u>Technology Solutions Revenues<sup>(2)</sup></u>	<u>Total</u>
	(in millions)				
Balance at January 1, 2015	\$ 54	\$ 78	\$ 13	\$ 247	\$ 392
Additions <sup>(1)</sup>	10	5	231	202	448
Amortization <sup>(1)</sup>	(8)	(18)	(125)	(238)	(389)
Translation adjustment	-	-	(1)	(11)	(12)
Balance at June 30, 2015	<u>\$ 56</u>	<u>\$ 65</u>	<u>\$ 118</u>	<u>\$ 200</u>	<u>\$ 439</u>
Balance at January 1, 2014	\$ 41	\$ 75	\$ 20	\$ 158	\$ 294
Additions <sup>(1)</sup>	13	25	201	320	559
Amortization <sup>(1)</sup>	(6)	(20)	(120)	(239)	(385)
Translation adjustment	-	-	(1)	(5)	(6)
Balance at June 30, 2014	<u>\$ 48</u>	<u>\$ 80</u>	<u>\$ 100</u>	<u>\$ 234</u>	<u>\$ 462</u>

<sup>(1)</sup>The additions and amortization for initial listing revenues, listing of additional shares revenues and annual renewal and other revenues primarily reflect revenues from our U.S. Listing Services business. The additions to Technology Solutions revenues during the six months ended June 30, 2014 include \$75 million related to the Borsa Istanbul market technology agreement. See “Cost Method Investments,” of Note 6, “Investments,” for further discussion.

<sup>(2)</sup>Technology Solutions deferred revenues primarily include revenues from our Market Technology delivered client contracts in the support phase charged during the period and our Corporate Solutions subscription based contracts, which are primarily billed quarterly in advance. For our Market Technology contracts, where customization and significant modifications to the software are made to meet the needs of our customers, total revenues, as well as costs incurred, are deferred until significant modifications are completed and delivered. Once delivered, deferred revenue and the related deferred costs are recognized over the post contract support period. For these Market Technology contracts, we have included the deferral of costs in other current assets and other non-current assets in the Condensed Consolidated Balance Sheets. The amortization of Technology Solutions deferred revenue primarily includes revenues earned from Market Technology client contracts and Corporate Solutions subscription based contracts recognized during the period.

## 8. Debt Obligations

As discussed in “ASU 2015-03,” of Note 2, “Basis of Presentation and Principles of Consolidation,” we elected to early adopt ASU 2015-03 which requires debt issuance costs to be presented in the balance sheet as a direct deduction from the carrying amount of the related debt liability rather than an asset. As of June 30, 2015, we have reclassified debt issuance costs associated with our debt obligations from other non-current assets to debt obligations. In accordance with ASU 2015-03, prior year amounts have been reclassified to conform to the current year classification, resulting in an adjustment to debt obligations of \$16 million for the year ended December 31, 2014.

The following table presents the changes in the carrying amount of our debt obligations during the six months ended June 30, 2015:

	December 31, 2014	Additions	Payments, Conversions, Accretion and Other	June 30, 2015
	(in millions)			
5.55% senior unsecured notes due January 15, 2020 <sup>(1)(2)</sup>	\$ 596	\$ -	\$ -	\$ 596
5.25% senior unsecured notes due January 16, 2018 <sup>(1)(2)</sup>	368	-	-	368
3.875% senior unsecured notes due June 7, 2021 <sup>(1)(2)</sup>	720	-	(58)	662
4.25% senior unsecured notes due June 1, 2024 <sup>(1)(2)</sup>	494	-	1	495
\$750 million revolving credit commitment due November 25, 2019 (average interest rate of 1.50% for the period January 1, 2015 through June 30, 2015) <sup>(3)</sup>	119	131	(90)	160
Total long-term debt obligations	<u>\$ 2,297</u>	<u>\$ 131</u>	<u>\$ (147)</u>	<u>\$ 2,281</u>

<sup>(1)</sup> See “Senior Unsecured Notes” below for further discussion.

<sup>(2)</sup> Net of unamortized debt discount and debt issuance costs.

<sup>(3)</sup> Net of unamortized debt issuance costs. See “2014 Credit Facility” below for further discussion.

### Senior Unsecured Notes

#### 5.55% Senior Unsecured Notes

In January 2010, Nasdaq issued \$600 million aggregate principal amount of 5.55% senior notes due 2020, or the 2020 Notes, at a discount. As a result of the discount, the proceeds received from the issuance were less than the aggregate principal amount. As of June 30, 2015, the balance of \$596 million reflects the aggregate principal amount, less the unamortized debt discount and the unamortized debt issuance costs. The unamortized debt discount and the unamortized debt issuance costs are being accreted through interest expense over the life of the 2020 Notes.

The 2020 Notes pay interest semiannually at a rate of 5.55% per annum until January 15, 2020. The 2020 Notes are general unsecured obligations of ours and rank equally with all of our existing and future unsubordinated obligations. The 2020 Notes are not guaranteed by any of our subsidiaries. The 2020 Notes were issued under indentures that, among other things, limit our ability to consolidate, merge or sell all or substantially all of our assets, create liens, and enter into sale and leaseback transactions.

#### 5.25% Senior Unsecured Notes

In December 2010, Nasdaq issued \$370 million of 5.25% senior unsecured notes due January 16, 2018, or the 2018 Notes. The 2018 Notes were issued at a discount. As a result of the discount, the proceeds received from the issuance were less than the aggregate principal amount. As of June 30, 2015, the balance of \$368 million reflects the aggregate principal amount, less the unamortized debt

discount and the unamortized debt issuance costs. The unamortized debt discount and the unamortized debt issuance costs are being accreted through interest expense over the life of the 2018 Notes.

The 2018 Notes pay interest semiannually at a rate of 5.25% per annum until January 16, 2018 and such rate may vary with Nasdaq's debt rating up to a rate not to exceed 7.25%. The 2018 Notes are general unsecured obligations of ours and rank equally with all of our existing and future unsubordinated obligations. They are not guaranteed by any of our subsidiaries. The 2018 Notes were issued under indentures that among other things, limit our ability to consolidate, merge or sell all or substantially all of our assets, create liens, and enter into sale and leaseback transactions. In addition, upon a change of control triggering event (as defined in the indenture), the terms require us to repurchase all or part of each holder's notes for cash equal to 101% of the aggregate principal amount purchased plus accrued and unpaid interest, if any.

### **3.875% Senior Unsecured Notes**

In June 2013, Nasdaq issued €600 million aggregate principal amount of 3.875% senior unsecured notes due June 2021, or the 2021 Notes, at a discount. As a result of the discount, the proceeds received from the issuance were less than the aggregate principal amount. As of June 30, 2015, the balance of \$662 million reflects the aggregate principal amount, less the unamortized debt discount and the unamortized debt issuance costs. The unamortized debt discount and the unamortized debt issuance costs are being accreted through interest expense over the life of the 2021 Notes.

The 2021 Notes pay interest annually at a rate of 3.875% per annum until June 7, 2021 and such rate may vary with Nasdaq's debt rating up to a rate not to exceed 5.875%. The 2021 Notes are general unsecured obligations of ours and rank equally with all of our existing and future unsubordinated obligations. They are not guaranteed by any of our subsidiaries. The 2021 Notes were issued under indentures that among other things, limit our ability to consolidate, merge or sell all or substantially all of our assets, create liens, and enter into sale and leaseback transactions. In addition, upon a change of control triggering event (as defined in the indenture), the terms require us to repurchase all or part of each holder's notes for cash equal to 101% of the aggregate principal amount purchased plus accrued and unpaid interest, if any.

The 2021 Notes have been designated as a hedge of our net investment in certain foreign subsidiaries to mitigate the foreign exchange risk associated with certain investments in these subsidiaries. The decrease in the carrying amount of \$58 million noted in the "Payments, Conversions, Accretion and Other" column in the table above reflects the translation of the 2021 Notes into U.S. dollars and is recorded in accumulated other comprehensive loss in the Condensed Consolidated Balance Sheets for the six months ended June 30, 2015.

### **4.25% Senior Unsecured Notes**

In May 2014, Nasdaq issued \$500 million of 4.25% senior unsecured notes due June 1, 2024, or the 2024 Notes. The 2024 Notes were issued at a discount. As a result of the discount, the proceeds received from the issuance were less than the aggregate principal amount. As of June 30, 2015, the balance of \$495 million reflects the aggregate principal amount, less the unamortized debt discount and the unamortized debt issuance costs. The unamortized debt discount and the unamortized debt issuance costs are being accreted through interest expense over the life of the 2024 Notes.

The 2024 Notes pay interest semiannually at a rate of 4.25% per annum until June 1, 2024 and such rate may vary with Nasdaq's debt rating up to a rate not to exceed 6.25%. The 2024 Notes are general unsecured obligations of ours and rank equally with all of our existing and future unsubordinated obligations. They are not guaranteed by any of our subsidiaries. The 2024 Notes were issued under indentures that among other things, limit our ability to consolidate, merge or sell all or substantially all of our assets, create liens, and enter into sale and leaseback transactions. In addition, upon a change of control triggering event (as defined in the indenture), the terms require us to repurchase all or part of each holder's notes for cash equal to 101% of the aggregate principal amount purchased plus accrued and unpaid interest, if any.

## **Credit Facilities**

### **2014 Credit Facility**

In November 2014, Nasdaq entered into a \$750 million senior unsecured five-year credit facility which matures on November 25, 2019, or the 2014 Credit Facility. The 2014 Credit Facility consists of a \$750 million revolving credit commitment (with sublimits for non-dollar borrowings, swingline borrowings and letters of credit). In January 2015, we used cash on hand and borrowed \$100 million under the revolving credit commitment of the 2014 Credit Facility to fund our acquisition of DWA. During the second quarter of 2015, we borrowed \$31 million for general corporate purposes. See Note 4, "Acquisition," for further discussion of the DWA acquisition. During the six months ended June 30, 2015, we repaid \$91 million under the revolving credit commitment of the 2014 Credit Facility. As of June 30, 2015, the balance of \$160 million reflects the outstanding amount under the 2014 Credit Facility, less the unamortized debt issuance costs. The unamortized debt issuance costs are being accreted through interest expense over the life of the 2014 Credit Facility.

The loans under the 2014 Credit Facility have a variable interest rate based on either the London Interbank Offered Rate, or LIBOR, or the base rate (as defined in the credit agreement) (or other applicable rate with respect to non-dollar borrowings), plus an

applicable margin that varies with Nasdaq's debt rating. The Credit Agreement includes an option for Nasdaq to propose an increase in the available aggregate amount by up to \$500 million, subject to the consent of the lenders funding the increase and certain other conditions.

The 2014 Credit Facility contains financial and operating covenants. Financial covenants include an interest expense coverage ratio and a maximum leverage ratio. Operating covenants include limitations on Nasdaq's ability to incur additional indebtedness, grant liens on assets, enter into affiliate transactions and pay dividends. Our 2014 Credit Facility allows us to pay cash dividends on our common stock. The 2014 Credit Facility also contains customary affirmative covenants, including access to financial statements, notice of defaults and certain other material events, maintenance of business and insurance, and events of default, including cross-defaults to our material indebtedness.

Nasdaq is permitted to repay borrowings under the 2014 Credit Facility at any time in whole or in part, without penalty. We are also required to repay loans outstanding under the 2014 Credit Facility with net cash proceeds from sales of property and assets of Nasdaq and its subsidiaries (excluding inventory sales and other sales in the ordinary course of business) and casualty and condemnation proceeds, in each case subject to specified exceptions and thresholds.

#### **Other Credit Facilities**

In addition to the revolving credit commitment under our 2014 Credit Facility discussed above, we have credit facilities related to our Nordic clearing operations in order to provide further liquidity and default protection. At June 30, 2015, credit facilities, which are available in multiple currencies, primarily Swedish Krona, totaled \$206 million in available liquidity, none of which was utilized. At December 31, 2014, credit facilities, which are available in multiple currencies, primarily Swedish Krona, totaled \$236 million (\$197 million in available liquidity and \$39 million for default protection), of which \$7 million was utilized.

#### **Debt Covenants**

At June 30, 2015, we were in compliance with the covenants of all of our debt obligations.

### **9. Employee Benefits**

#### **U.S. Defined-Benefit Pension and Supplemental Executive Retirement Plans**

We maintain non-contributory, defined-benefit pension plans, non-qualified supplemental executive retirement plans, or SERPs, for certain senior executives and post-retirement benefit plans for eligible employees in the U.S., collectively referred to as the Nasdaq Benefit Plans.

Our pension plans and SERPs are frozen. Future service and salary for all participants do not count toward an accrual of benefits under the pension plans and SERPs. As such, net periodic benefit cost was immaterial for both the three and six months ended June 30, 2015 and 2014.

#### **Non-U.S. Benefit Plans**

Most employees outside the U.S. are covered by local retirement plans or by applicable social laws. Benefits under social laws are generally expensed in the periods in which the costs are incurred. These costs are included in compensation and benefits expense in the Condensed Consolidated Statements of Income and were \$4 million for the three months ended June 30, 2015, \$5 million for the three months ended June 30, 2014, \$9 million for the six months ended June 30, 2015, and \$10 million for the six months ended June 30, 2014.

#### **U.S. Defined Contribution Savings Plan**

We sponsor a voluntary defined contribution savings plan, or 401(k) Plan, for U.S. employees. Employees are immediately eligible to make contributions to the plan and are also eligible for an employer contribution match at an amount equal to 100.0% of the first 6.0% of eligible employee contributions. Savings plan expense included in compensation and benefits expense in the Condensed Consolidated Statements of Income was \$2 million for both the three months ended June 30, 2015 and 2014 and \$5 million for both the six months ended June 30, 2015 and 2014.

Prior to 2015, we had a profit-sharing contribution feature to our 401(k) Plan which allowed eligible U.S. employees to receive employer retirement contributions, or ERCs, when we met our annual corporate goals. In addition, we had a supplemental ERC for select highly compensated employees whose ERCs were limited by the annual Internal Revenue Service compensation limit. In December 2013, we announced changes to the ERC program. In 2014, we reduced the basic ERC contribution for all plan participants and, effective January 1, 2015, the ERC plan was discontinued and no future contributions will be made.

#### **Employee Stock Purchase Plan**

We have an employee stock purchase plan, or ESPP, under which approximately 2.7 million shares of our common stock have been reserved for future issuance as of June 30, 2015.

Our ESPP allows eligible U.S. and non-U.S. employees to purchase a limited number of shares of our common stock at six-month intervals, called offering periods, at 85.0% of the lower of the fair market value on the first or the last day of each offering period. The 15.0% discount given to our employees is included in compensation and benefits expense in the Condensed Consolidated Statements of Income and was \$1 million for both the three months ended June 30, 2015 and 2014 and \$2 million for both the six months ended June 30, 2015 and 2014.

## 10. Share-Based Compensation

We have a share-based compensation program that provides our board of directors broad discretion in creating employee equity incentives. Share-based awards, or equity awards, granted under this program include stock options, restricted stock (consisting of restricted stock units), and performance share units, or PSUs. Grants of equity awards are designed to reward employees for their long-term contributions and provide incentives for them to remain with us. For accounting purposes, we consider PSUs to be a form of restricted stock.

Restricted stock is generally time-based and vests over two- to five-year periods beginning on the date of the grant. Stock options are also generally time-based and expire ten years from the grant date. Stock option and restricted stock awards granted prior to 2014 generally included performance-based accelerated vesting features based on achievement of specific levels of corporate performance. If Nasdaq exceeded the applicable performance parameters, the grants vest on the third anniversary of the grant date, if Nasdaq met the applicable performance parameters, the grants vest on the fourth anniversary of the grant date, and if Nasdaq did not meet the applicable performance parameters, the grants vest on the fifth anniversary of the grant date. Beginning in 2014, restricted stock awards granted vest 25% on the second anniversary of the grant date, 25% on the third anniversary of the grant date, and 50% on the fourth anniversary of the grant date. The grant date fair value of restricted stock awards is based on the closing price at the date of grant less the present value of future cash dividends.

PSUs are based on performance measures that impact the amount of shares that each recipient will receive upon vesting. PSUs are granted at the fair market value of our stock on the grant date and compensation cost is recognized over the performance period and, in certain cases, an additional vesting period. For each grant of PSUs, an employee may receive from 0% to 150% of the target amount granted, depending on the achievement of performance measures. We report the target number of PSUs granted, unless we have determined that it is more likely than not, based on the actual achievement of performance measures, that an employee will receive a different amount of shares underlying the PSUs, in which case we report the amount of shares the employee is likely to receive.

We also have a performance-based long-term incentive program for our chief executive officer, presidents, executive vice presidents and senior vice presidents that focuses on total shareholder return, or TSR. This program represents 100% of our chief executive officer's, presidents' and executive vice presidents' long-term stock-based compensation and 50% of our senior vice presidents' long-term stock-based compensation. Under the program, each individual receives PSUs with a three-year cumulative performance period that vest at the end of the performance period. Performance will be determined by comparing Nasdaq's TSR to two peer groups, each weighted 50%. The first peer group consists of exchange companies, and the second peer group consists of all companies in the Standard & Poor's 500 Index. Nasdaq's relative performance ranking against each of these groups will determine the final number of shares delivered to each individual under the program. The payout under this program will be between 0% and 200% of the number of PSUs granted and will be determined by Nasdaq's overall performance against both peer groups. However, if Nasdaq's TSR is negative for the three-year performance period, regardless of TSR ranking, the payout will not exceed 100% of the number of PSUs granted. We estimate the fair value of PSU's granted under the TSR program using the Monte Carlo simulation model, as these awards contain a market condition. The following weighted-average assumptions were used to determine the weighted-average fair values of the PSU awards granted under the TSR program during the six months ended June 30, 2015 and 2014:

	Six Months Ended June 30,	
	2015	2014
Weighted-average risk free interest rate	0.81%	0.78%
Expected volatility <sup>(1)</sup>	21.5%	28.4%
Grant date share price	\$ 50.94	\$ 36.90
Annual dividend	\$ 0.60	\$ 0.60
Weighted-average fair value at grant date	\$ 64.03	\$ 42.71

<sup>(1)</sup>We use historic volatility for PSU awards issued under the TSR program, as implied volatility data could not be obtained for all the companies in the peer groups used for relative performance measurement within the TSR program.

### Summary of 2015 Equity Awards

In March 2015, we granted restricted stock to most active employees. During the first six months of 2015, certain officers received grants of 596,361 PSUs. Of these PSUs granted, 416,380 units are subject to the performance measures and vesting schedules of the TSR program as discussed above, and the remaining 179,981 units are subject to a one-year performance period and generally vest ratably on an annual basis from December 31, 2016 through December 31, 2018. See "Summary of Restricted Stock and PSU Activity" below for further discussion.

During 2014, certain grants of PSUs with a one-year performance period exceeded the applicable performance parameters. As a result, an additional 21,429 units were considered granted in the first quarter of 2015.

Certain grants of PSUs that were issued in 2012 under the TSR program with a three-year performance period exceeded the applicable performance parameters. As a result, an additional 224,805 units were considered granted in the first quarter of 2015.

### Common Shares Available Under Our Equity Plan

As of June 30, 2015, we had approximately 6.7 million shares of common stock authorized for future issuance under Nasdaq's Equity Incentive Plan.

### Summary of Share-Based Compensation Expense

The following table shows the total share-based compensation expense resulting from equity awards and the 15.0% discount for the ESPP for the three and six months ended June 30, 2015 and 2014 in the Condensed Consolidated Statements of Income:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
	(in millions)			
Share-based compensation expense before income taxes	\$ 18	\$ 16	\$ 32	\$ 30
Income tax benefit	(7)	(6)	(13)	(12)
Share-based compensation expense after income taxes	\$ 11	\$ 10	\$ 19	\$ 18

### Summary of Stock Option Activity

A summary of stock option activity for the six months ended June 30, 2015 is as follows:

	Number of Stock Options <sup>(1)</sup>	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
			(in years)	(in millions)
Outstanding at January 1, 2015	3,316,782	\$ 27.56	3.77	\$ 68
Exercised	(433,204)	25.45		
Forfeited or expired	(600)	33.48		
Outstanding at June 30, 2015	2,882,978	\$ 27.87	3.16	\$ 60
Exercisable at June 30, 2015	2,882,978	\$ 27.87	3.16	\$ 60

<sup>(1)</sup> No stock option awards were granted during the six months ended June 30, 2015.

We received net cash proceeds of \$5 million from the exercise of 200,745 stock options during the three months ended June 30, 2015 and received net cash proceeds of \$11 million from the exercise of 433,204 stock options during the six months ended June 30, 2015. We received net cash proceeds of \$6 million from the exercise of 327,799 stock options during the three months ended June 30, 2014 and received net cash proceeds of \$13 million from the exercise of 694,914 stock options during the six months ended June 30, 2014. We present excess tax benefits from the exercise of stock options, if any, as financing cash flows.

The aggregate intrinsic value in the above table represents the total pre-tax intrinsic value (i.e., the difference between our closing stock price on June 30, 2015 of \$48.81 and the exercise price, times the number of shares) based on stock options with an exercise price less than Nasdaq's closing price of \$48.81 as of June 30, 2015, which would have been received by the option holders had the option holders exercised their stock options on that date. This amount can change based on the fair market value of our common stock. The total number of in-the-money stock options exercisable as of June 30, 2015 was 2.9 million.

As of June 30, 2014, 4.2 million outstanding stock options were exercisable and the weighted-average exercise price was \$26.31.

The total pre-tax intrinsic value of stock options exercised was \$5 million for the three months ended June 30, 2015, \$6 million for the three months ended June 30, 2014, \$11 million for the six months ended June 30, 2015 and \$14 million for the six months ended June 30, 2014.

Total fair value of stock options vested was \$11 million for the six months ended June 30, 2014.

## Summary of Restricted Stock and PSU Activity

The following table summarizes our restricted stock and PSU activity for the six months ended June 30, 2015:

	Restricted Stock		PSUs	
	Number of Awards	Weighted-Average Grant Date Fair Value	Number of Awards	Weighted-Average Grant Date Fair Value
Unvested balances at January 1, 2015	3,193,230	\$ 30.99	2,212,607	\$ 32.69
Granted	786,896 <sup>(1)</sup>	49.17	842,595 <sup>(2)</sup>	49.16
Vested	(320,542)	29.86	(837,109)	22.50
Forfeited	(145,707)	32.70	(89,624)	36.52
Unvested balances at June 30, 2015	3,513,877	\$ 35.14	2,128,469	\$ 45.38

<sup>(1)</sup> Primarily reflects our company-wide equity grant issued in March 2015, as discussed above.

<sup>(2)</sup> PSUs granted in 2015 reflect awards issued to certain officers, as described above.

At June 30, 2015, \$117 million of total unrecognized compensation cost related to restricted stock and PSUs is expected to be recognized over a weighted-average period of 1.7 years.

## 11. Nasdaq Stockholders' Equity

### Common Stock

At June 30, 2015, 300,000,000 shares of our common stock were authorized, 171,707,297 shares were issued and 168,906,727 shares were outstanding. The holders of common stock are entitled to one vote per share, except that our certificate of incorporation limits the ability of any person to vote in excess of 5.0% of the then-outstanding shares of Nasdaq common stock.

### Common Stock in Treasury, at Cost

We account for the purchase of treasury stock under the cost method with the shares of stock repurchased reflected as a reduction to Nasdaq stockholders' equity and included in common stock in treasury, at cost in the Condensed Consolidated Balance Sheets. When treasury shares are reissued, they are recorded at the average cost of the treasury shares acquired. We held 2,800,570 shares of common stock in treasury as of June 30, 2015 and 1,530,041 shares as of December 31, 2014.

### Share Repurchase Program

In the third quarter of 2012, our board of directors authorized the repurchase of up to \$300 million of our outstanding common stock and in the fourth quarter 2014, our board of directors authorized the repurchase of up to an additional \$500 million of our outstanding common stock under our share repurchase program.

These purchases may be made from time to time at prevailing market prices in open market purchases, privately-negotiated transactions, block purchase techniques or otherwise, as determined by our management. The purchases are funded from existing cash balances. The share repurchase program may be suspended, modified or discontinued at any time.

During the first six months of 2015, we repurchased 1,093,561 shares of our common stock at an average price of \$50.08, for an aggregate purchase price of \$55 million, completing the share repurchase program authorized in the third quarter of 2012. Most shares repurchased under the share repurchase program are retired and cancelled, and the remaining shares are available for general corporate purposes. As of June 30, 2015, the remaining amount authorized for share repurchases under the program was \$482 million.

### Other Repurchases of Common Stock

During the six months ended June 30, 2015, we repurchased 539,809 shares of our common stock in settlement of employee tax withholding obligations due upon the vesting of restricted stock.

### Cash Dividends on Common Stock

During the six months ended June 30, 2015, our board of directors declared the following cash dividends:

Declaration Date	Dividend Per Common Share	Record Date	Total Amount <sup>(1)</sup> (in millions)	Payment Date
January 26, 2015	\$ 0.15	March 13, 2015	\$ 25	March 27, 2015
April 21, 2015	\$ 0.25	June 12, 2015	\$ 42	June 26, 2015

<sup>(1)</sup> These amounts were recorded in retained earnings in the Condensed Consolidated Balance Sheets at June 30, 2015.

In July 2015, the board of directors declared a regular quarterly cash dividend of \$0.25 per share on our outstanding common stock. The dividend is payable on September 25, 2015 to shareholders of record at the close of business on September 11, 2015.



Future declarations of quarterly dividends and the establishment of future record and payment dates are subject to approval by the board of directors.

## 12. Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
(in millions, except share and per share amounts)				
<b>Numerator:</b>				
Net income attributable to common shareholders	\$ 133	\$ 101	\$ 142	\$ 205
<b>Denominator:</b>				
Weighted-average common shares outstanding for basic earnings per share	168,717,817	169,337,630	168,851,145	169,488,176
Weighted-average effect of dilutive securities:				
Employee equity awards	3,423,836	3,135,006	3,543,889	3,617,041
Weighted-average common shares outstanding for diluted earnings per share	172,141,653	172,472,636	172,395,034	173,105,217
<b>Basic and diluted earnings per share:</b>				
Basic earnings per share	\$ 0.79	\$ 0.60	\$ 0.84	\$ 1.21
Diluted earnings per share	\$ 0.77	\$ 0.59	\$ 0.82	\$ 1.18

Stock options to purchase 2,882,978 shares of common stock and 5,642,346 shares of restricted stock and PSUs were outstanding at June 30, 2015. For the three months ended June 30, 2015, we included all of the outstanding stock options and 5,189,122 shares of restricted stock and PSUs in the computation of diluted earnings per share, on a weighted-average basis, as their inclusion was dilutive. For the six months ended June 30, 2015, we included all of the outstanding stock options and 5,178,903 shares of restricted stock and PSUs in the computation of diluted earnings per share, on a weighted-average basis, as their inclusion was dilutive. The remaining shares of restricted stock and PSUs are antidilutive, and as such, they were properly excluded.

Stock options to purchase 4,202,603 shares of common stock and 6,024,509 shares of restricted stock and PSUs were outstanding at June 30, 2014. For the three months ended June 30, 2014, we included 4,067,186 of the outstanding stock options and 5,346,554 shares of restricted stock and PSUs in the computation of diluted earnings per share, on a weighted-average basis, as their inclusion was dilutive. For the six months ended June 30, 2014, we included 4,069,186 of the outstanding stock options and 4,697,456 shares of restricted stock and PSUs in the computation of diluted earnings per share, on a weighted-average basis, as their inclusion was dilutive. The remaining stock options and shares of restricted stock and PSUs are antidilutive, and as such, they were properly excluded.

## 13. Fair Value of Financial Instruments

### Fair Value Measurement—Definition and Hierarchy

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability, or the exit price, in an orderly transaction between market participants at the measurement date. Fair value measurement establishes a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect Nasdaq's market assumptions. These two types of inputs create the following fair value hierarchy:

- Level 1—Quoted prices for identical instruments in active markets.
- Level 2—Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.
- Level 3—Instruments whose significant value drivers are unobservable.

This hierarchy requires the use of observable market data when available.

There were no transfers between Level 1 and Level 2 of the fair value hierarchy during the six months ended June 30, 2015 and the year ended December 31, 2014. The following table presents for each of the above hierarchy levels, our financial assets and liabilities that are measured at fair value on a recurring basis as of June 30, 2015 and December 31, 2014.

	June 30, 2015			
	Total	Level 1	Level 2	Level 3
	(in millions)			
<b>Financial Assets Measured at Fair Value on a Recurring Basis</b>				
Financial investments, at fair value <sup>(1)</sup>	\$ 264	\$ 237	\$ 27	\$ -
Default fund and margin deposit investments <sup>(2)</sup>	1,644	815	829	-
Total	\$ 1,908	\$ 1,052	\$ 856	\$ -
	December 31, 2014			
	Total	Level 1	Level 2	Level 3
	(in millions)			
<b>Financial Assets Measured at Fair Value on a Recurring Basis</b>				
Financial investments, at fair value <sup>(1)</sup>	\$ 174	\$ 171	\$ 3	\$ -
Default fund and margin deposit investments <sup>(2)</sup>	2,148	664	1,484	-
Total	\$ 2,322	\$ 835	\$ 1,487	\$ -

<sup>(1)</sup> As of June 30, 2015 and December 31, 2014, Level 1 financial investments, at fair value were primarily comprised of trading securities, mainly highly rated European government debt securities. Of these securities, \$158 million as of June 30, 2015 and \$159 million as of December 31, 2014 are assets utilized to meet regulatory capital requirements, primarily for the clearing operations of Nasdaq Nordic Clearing. As of June 30, 2015 and December 31, 2014, Level 2 financial investments, at fair value were primarily comprised of available-for-sale investment securities in short-term commercial paper.

<sup>(2)</sup> Default fund and margin deposit investments include cash contributions invested by Nasdaq Nordic Clearing, in accordance with its investment policy, either in highly rated European, and to a lesser extent, U.S. government debt securities, time deposits or reverse repurchase agreements with highly rated government debt securities as collateral. Of the total balance of \$2,331 million recorded in the Condensed Consolidated Balance Sheets as of June 30, 2015, \$829 million of cash contributions have been invested in reverse repurchase agreements and \$815 million of cash contributions have been invested in highly rated European, and to a lesser extent, U.S. government debt securities and time deposits. The remainder of this balance is held in cash. Of the total balance of \$2,194 million recorded in the Condensed Consolidated Balance Sheets as of December 31, 2014, \$1,484 million of cash contributions have been invested in reverse repurchase agreements and \$664 million of cash contributions have been invested in highly rated European, and to a lesser extent, U.S. government debt securities and time deposits. The remainder of this balance was held in cash.

#### Financial Instruments Not Measured at Fair Value on a Recurring Basis

Some of our financial instruments are not measured at fair value on a recurring basis but are recorded at amounts that approximate fair value due to their liquid or short-term nature. Such financial assets and financial liabilities include: cash and cash equivalents, restricted cash, receivables, net, certain other current assets, accounts payable and accrued expenses, Section 31 fees payable to SEC, accrued personnel costs, and certain other current liabilities.

In addition, our investments in OCC, EuroCCP N.V. and TOM are accounted for under the equity method of accounting and our investments in LCH and Borsa Istanbul are carried at cost. See “Equity Method Investments” and “Cost Method Investments” of Note 6, “Investments,” for further discussion.

We also consider our debt obligations to be financial instruments. The fair value of our debt, utilizing discounted cash flow analyses for our floating rate debt and prevailing market rates for our fixed rate debt, was \$2.5 billion at both June 30, 2015 and December 31, 2014. The discounted cash flow analyses are based on borrowing rates currently available to us for debt with similar terms and maturities. Our fixed rate and our floating rate debt is categorized as Level 2 in the fair value hierarchy. For further discussion of our debt obligations, see Note 8, “Debt Obligations.”

## 14. Clearing Operations

### Nordic Clearing

Nasdaq Nordic Clearing is authorized and supervised as a European multi-asset clearinghouse by the Swedish Financial Supervisory Authority, or SFSA, and is authorized to conduct clearing operations in Norway by the Norwegian Ministry of Finance. The clearinghouse acts as the central counterparty, or CCP, for exchange and over-the-counter, or OTC, trades in equity derivatives, fixed income derivatives, power derivatives, carbon derivatives, resale and repurchase contracts, freight derivatives, and seafood derivatives.

Through our clearing operations in the financial markets, which include the resale and repurchase market, the commodities markets, and the seafood market, Nasdaq Nordic Clearing is the legal counterparty for, and guarantees the fulfillment of, each contract cleared. These contracts are not used by Nasdaq Nordic Clearing for the purpose of trading on its own behalf. As the legal counterparty of each transaction, Nasdaq Nordic Clearing bears the counterparty risk between the purchaser and seller in the contract. In its guarantor role, Nasdaq Nordic Clearing has precisely equal and offsetting claims to and from clearing members on opposite sides of each contract, standing as an intermediary on every contract cleared. In accordance with the rules and regulations of Nasdaq Nordic Clearing, clearing members' open positions are aggregated to create a single portfolio for which default fund and margin collateral requirements are calculated. See "Default Fund Contributions" and "Margin Deposits" below for further discussion of Nasdaq Nordic Clearing's default fund and margin requirements.

Nasdaq Nordic Clearing maintains four member sponsored default funds: one related to financial markets, one related to commodities markets, one related to the seafood market, and a mutualized fund. Under this structure, Nasdaq Nordic Clearing and its clearing members must contribute to the total regulatory capital related to the clearing operations of Nasdaq Nordic Clearing. This structure applies an initial separation of default fund contributions for the financial, commodities and seafood markets in order to create a buffer for each market's counterparty risks. Simultaneously, a mutualized default fund provides capital efficiencies to Nasdaq Nordic Clearing members with regard to total regulatory capital required. See "Default Fund Contributions" below for further discussion of Nasdaq Nordic Clearing's default fund. Power of assessment and a liability waterfall also have been implemented. See "Power of Assessment" and "Liability Waterfall" below for further discussion. These requirements ensure the alignment of risk between Nasdaq Nordic Clearing and its clearing members.

### Default Fund Contributions and Margin Deposits

As of June 30, 2015, clearing member default fund contributions and margin deposits were as follows:

	June 30, 2015		
	Cash Contributions <sup>(1)</sup>	Non-Cash Contributions	Total Contributions
	(in millions)		
Default fund contributions	\$ 354	\$ 90	\$ 444
Margin deposits	1,977	5,143	7,120
<b>Total</b>	<b>\$ 2,331</b>	<b>\$ 5,233</b>	<b>\$ 7,564</b>

<sup>(1)</sup>As of June 30, 2015, in accordance with its investment policy, Nasdaq Nordic Clearing has invested cash contributions of \$829 million in reverse repurchase agreements and \$815 million in highly rated European, and to a lesser extent, U.S. government debt securities and time deposits. The remainder of this balance is held in cash.

### Default Fund Contributions

Contributions made to the default funds are proportional to the exposures of each clearing member. When a clearing member is active in more than one market, contributions must be made to all markets' default funds in which the member is active. Clearing members' eligible contributions may include cash and non-cash contributions. Cash contributions received are held in cash or invested by Nasdaq Nordic Clearing, in accordance with its investment policy, either in highly rated government debt securities, time deposits or reverse repurchase agreements with highly rated government debt securities as collateral. Clearing members' cash contributions are included in default funds and margin deposits in the Condensed Consolidated Balance Sheets as both a current asset and a current liability. Non-cash contributions include highly rated government debt securities that must meet specific criteria approved by Nasdaq Nordic Clearing. Non-cash contributions are pledged assets that are not recorded in the Condensed Consolidated Balance Sheets as Nasdaq Nordic Clearing does not take legal ownership of these assets and the risks and rewards remain with the clearing members. These balances may fluctuate over time due to changes in the amount of deposits required and whether members choose to provide cash or non-cash contributions. Assets pledged are held at a nominee account in Nasdaq Nordic Clearing's name for the benefit of the clearing members and are immediately accessible by Nasdaq Nordic Clearing in the event of a default. In addition to clearing members' required contributions to the default funds, Nasdaq Nordic Clearing is also required to contribute capital to the default funds and overall regulatory capital as specified under its clearinghouse rules. As of June 30, 2015, Nasdaq Nordic Clearing committed capital totaling \$119 million to the member sponsored default funds and overall regulatory capital, in the form of government debt securities, which are recorded as financial investments, at fair value in the Condensed Consolidated Balance Sheets. The combined regulatory capital of the clearing members and Nasdaq Nordic Clearing will serve to secure the obligations of a clearing member and may be used to cover losses sustained by a clearing member in the event of a default.

### Margin Deposits

Nasdaq Nordic Clearing requires all clearing members to provide collateral, which may consist of cash and non-cash contributions, to guarantee performance on the clearing members' open positions, or initial margin. In addition, clearing members must also provide collateral to cover the daily margin call as needed, which is in addition to the initial margin. See "Default Fund Contributions" above for further discussion of cash and non-cash contributions.

Nasdaq Nordic Clearing maintains and manages all cash deposits related to margin collateral. All risks and rewards of collateral ownership, including interest, belong to Nasdaq Nordic Clearing. These cash deposits are recorded in default funds and margin

deposits in the Condensed Consolidated Balance Sheets as both a current asset and current liability. Pledged margin collateral is not recorded in our Condensed Consolidated Balance Sheets as all risks and rewards of collateral ownership, including interest, belong to the counterparty. Assets pledged are held at a nominee account in Nasdaq Nordic Clearing's name for the benefit of the clearing members and are immediately accessible by Nasdaq Nordic Clearing in the event of a default.

Nasdaq Nordic Clearing marks to market all outstanding contracts and requires payment from clearing members whose positions have lost value. The mark-to-market process helps identify any clearing members that may not be able to satisfy their financial obligations in a timely manner allowing Nasdaq Nordic Clearing the ability to mitigate the risk of a clearing member defaulting due to exceptionally large losses. In the event of a default, Nasdaq Nordic Clearing can access the defaulting member's margin deposits to cover the defaulting member's losses.

### Regulatory Capital and Risk Management Calculations

Nasdaq Nordic Clearing manages risk through a comprehensive counterparty risk management framework, which is comprised of policies, procedures, standards and resources. The level of regulatory capital is determined in accordance with Nasdaq Nordic Clearing's regulatory capital policy, as approved by the SFSA. Regulatory capital calculations are continuously updated through a proprietary capital-at-risk calculation model that establishes the appropriate level of capital.

As mentioned above, Nasdaq Nordic Clearing is the legal counterparty for each contract traded and thereby guarantees the fulfillment of each contract. Nasdaq Nordic Clearing accounts for this guarantee as a performance guarantee. We determine the fair value of the performance guarantee by considering daily settlement of contracts and other margining and default fund requirements, the risk management program, historical evidence of default payments, and the estimated probability of potential default payouts. The calculation is determined using proprietary risk management software that simulates gains and losses based on historical market prices, extreme but plausible market scenarios, volatility and other factors present at that point in time for those particular unsettled contracts. Based on this analysis, the estimated liability was nominal and no liability was recorded as of June 30, 2015.

The market value of derivative contracts outstanding prior to netting was as follows:

	June 30, 2015
	(in millions)
Commodity and seafood options, futures and forwards <sup>(1)(2)(3)</sup>	\$ 1,358
Fixed-income options and futures <sup>(2)(3)</sup>	778
Stock options and futures <sup>(2)(3)</sup>	168
Index options and futures <sup>(2)(3)</sup>	206
<b>Total</b>	<b>\$ 2,510</b>

<sup>(1)</sup>We determined the fair value of our forward contracts using standard valuation models that were based on market-based observable inputs including LIBOR rates and the spot price of the underlying instrument.

<sup>(2)</sup>We determined the fair value of our option contracts using standard valuation models that were based on market-based observable inputs including implied volatility, interest rates and the spot price of the underlying instrument.

<sup>(3)</sup>We determined the fair value of our futures contracts based upon quoted market prices and average quoted market yields.

The total number of derivative contracts cleared through Nasdaq Nordic Clearing for the six months ended June 30, 2015 and 2014 was as follows:

	June 30, 2015	June 30, 2014
Commodity and seafood options, futures and forwards <sup>(1)</sup>	1,461,087	1,026,645
Fixed-income options and futures	9,880,194	11,115,607
Stock options and futures	18,003,301	17,262,098
Index options and futures	24,860,846	19,668,100
<b>Total</b>	<b>54,205,428</b>	<b>49,072,450</b>

<sup>(1)</sup>The total volume in cleared power related to commodity contracts was 692 Terawatt hours (TWh) for the six months ended June 30, 2015 and 774 TWh for the six months ended June 30, 2014.

The outstanding contract value of resale and repurchase agreements was \$4.6 billion as of June 30, 2015 and \$4.8 billion as of June 30, 2014. The total number of contracts cleared was 3,077,624 for the six months ended June 30, 2015 and was 2,275,565 for the six months ended June 30, 2014.

### Power of Assessment

To further strengthen the contingent financial resources of the clearinghouse, Nasdaq Nordic Clearing has power of assessment that provides the ability to collect additional funds from its clearing members to cover a defaulting member's remaining obligations up to the limits established under the terms of the clearinghouse rules. The power of assessment corresponds to 100% of the clearing member's aggregate contribution to the financial, commodities, and seafood markets' default funds.

## **Liability Waterfall**

The liability waterfall is the priority order in which the capital resources would be utilized in the event of a default where the defaulting clearing member's collateral would not be sufficient to cover the cost to settle its portfolio. If a default occurs and the defaulting clearing member's collateral, including cash deposits and pledged assets, is depleted, then capital is utilized in the following amount and order:

- ' junior capital contributed by Nasdaq Nordic Clearing, which totaled \$19 million at June 30, 2015;
- ' a loss sharing pool related only to the financial market that is contributed to by clearing members and only applies if the defaulting member's portfolio includes interest rate swap products;
- ' specific market default fund for the market where the loss occurred (i.e., the financial, commodities, or seafood market), which includes capital contributions of both the clearing members and Nasdaq Nordic Clearing on a pro-rata basis;
- ' senior capital contributed to each specific market by Nasdaq Nordic Clearing, calculated in accordance with clearinghouse rules, which totaled \$24 million at June 30, 2015; and
- ' mutualized default fund, which includes capital contributions of both the clearing members and Nasdaq Nordic Clearing on a pro-rata basis.

If additional funds are needed after utilization of the mutualized default fund, then Nasdaq Nordic Clearing will utilize its power of assessment and additional capital contributions will be required by non-defaulting members up to the limits established under the terms of the clearinghouse rules.

## **15. Commitments, Contingencies and Guarantees**

### **Guarantees Issued and Credit Facilities Available**

In addition to the default fund contributions and margin collateral pledged by clearing members discussed in Note 14, "Clearing Operations," we have obtained financial guarantees and credit facilities which are guaranteed by us through counter indemnities, to provide further liquidity and default protection related to our clearing businesses. Financial guarantees issued to us totaled \$14 million at June 30, 2015 and December 31, 2014. At June 30, 2015, credit facilities, which are available in multiple currencies, primarily Swedish Krona, totaled \$206 million in available liquidity, none of which was utilized. At December 31, 2014, credit facilities, which are available in multiple currencies, primarily Swedish Krona, totaled \$236 million (\$197 million in available liquidity and \$39 million for default protection), of which \$7 million was utilized.

Execution Access LLC is an introducing broker which operates the eSpeed trading platform for U.S. Treasury securities. Execution Access has a clearing arrangement with Cantor Fitzgerald & Co., or Cantor Fitzgerald. As of June 30, 2015, we have contributed \$25 million of clearing deposits to Cantor Fitzgerald in connection with this clearing arrangement. These deposits are recorded in other current assets in our Condensed Consolidated Balance Sheets. Some of the trading activity in Execution Access is cleared by Cantor Fitzgerald through the Fixed Income Clearing Corporation. Execution Access assumes the counterparty risk of clients that do not clear through the Fixed Income Clearing Corporation. Counterparty risk of clients exists for Execution Access between the trade date and the settlement date of the individual transactions, which is one business day. All of Execution Access' obligations under the clearing arrangement with Cantor Fitzgerald are guaranteed by Nasdaq. Counterparties that do not clear through the Fixed Income Clearing Corporation are required to post collateral, provide principal letters, or provide other forms of credit enhancement to Execution Access for the purpose of mitigating counterparty risk.

We believe that the potential for us to be required to make payments under these arrangements is mitigated through the pledged collateral and our risk management policies. Accordingly, no contingent liability is recorded in the Condensed Consolidated Balance Sheets for these arrangements.

### **Lease Commitments**

We lease some of our office space and equipment under non-cancelable operating leases with third parties and sublease office space to third parties. Some of our lease agreements contain renewal options and escalation clauses based on increases in property taxes and building operating costs.

### **Other Guarantees**

We have provided other guarantees of \$11 million as of June 30, 2015 and \$13 million at December 31, 2014. These guarantees are primarily related to obligations for our rental and leasing contracts as well as performance guarantees on certain Market Technology contracts related to the delivery of software technology and support services. We have received financial guarantees from various financial institutions to support the above guarantees.

In September 2014, we provided a guarantee related to lease obligations for The Nasdaq Entrepreneurial Center Inc., or the Entrepreneurial Center, which is scheduled to open in 2015. The Entrepreneurial Center will be a not-for-profit organization designed to convene, connect and engage aspiring and current entrepreneurs. This entity is not included in the condensed consolidated financial statements of Nasdaq.

We believe that the potential for us to be required to make payments under these arrangements is unlikely. Accordingly, no contingent liability is recorded in the Condensed Consolidated Balance Sheets for the above guarantees.

In connection with the launch of Nasdaq NLX, we entered into agreements with certain members which may have required us to make payments if certain financial goals were achieved. In July 2015, all agreements were settled for an immaterial amount.

### **Non-Cash Contingent Consideration**

As part of the eSpeed purchase price consideration, we have agreed to future annual issuances of 992,247 shares of Nasdaq common stock which approximated certain tax benefits associated with the transaction. Such contingent future issuances of Nasdaq common stock will be paid ratably through 2027 if Nasdaq's total gross revenues equal or exceed \$25 million in each such year. The contingent future issuances of Nasdaq common stock are subject to anti-dilution protections and acceleration upon certain events.

### **OCC**

In March 2015, in connection with being designated systemically important by the Financial Stability Oversight Council, OCC implemented a capital plan under which the options exchanges that are OCC's stockholders made new capital contributions to OCC, committed to make further capital contributions in the future under certain specified circumstances, and received certain commitments from OCC with respect to future dividend payments and related matters. Certain aspects of the OCC capital plan require approval by the SEC. Under the OCC capital plan, OCC's existing exchange stockholders, including Nasdaq, each contributed a pro-rata share of \$150 million in new equity capital. Nasdaq's capital contribution was \$30 million. OCC's exchange stockholders also committed to provide, as may become necessary from time to time, additional replenishment capital on a pro-rata basis if certain capital thresholds are triggered. For its part, OCC adopted specific policies with respect to fees, customer refunds and stockholder dividends, which envision an annual dividend payment to its stockholders equal to the portion of OCC's after-tax income that exceeds OCC's capital requirements after payment of refunds to OCC's clearing members (with such customer refunds generally to constitute 50% of the portion of OCC's pre-tax income that exceeds OCC's capital requirements). After the SEC staff approved the OCC capital plan and the stockholders made their capital contributions, the plan's further effectiveness was suspended under the applicable SEC rules because certain unrelated parties petitioned the full Commission to reconsider the capital plan's approval. If the SEC staff's approval is reversed or the suspension of the capital plan's effectiveness is not lifted in a timely manner, then the transaction may be reversed and the 2015 capital contributions returned to stockholders.

### **Escrow Agreements**

In connection with a prior acquisition, we entered into an escrow agreement to secure the payment of post-closing adjustments and to ensure other closing conditions. At June 30, 2015, this escrow agreement provides for a potential future payment of \$9 million and is included in other current liabilities in the Condensed Consolidated Balance Sheets.

### **Routing Brokerage Activities**

One of our broker-dealer subsidiaries, Nasdaq Execution Services, LLC provides a guarantee to securities clearinghouses and exchanges under its standard membership agreements, which require members to guarantee the performance of other members. If a member becomes unable to satisfy its obligations to a clearinghouse or exchange, other members would be required to meet its shortfalls. To mitigate these performance risks, the exchanges and clearinghouses often require members to post collateral, as well as meet certain minimum financial standards. Nasdaq Execution Services' maximum potential liability under these arrangements cannot be quantified. However, we believe that the potential for Nasdaq Execution Services to be required to make payments under these arrangements is unlikely. Accordingly, no contingent liability is recorded in the Condensed Consolidated Balance Sheets for these arrangements.

### **Litigation**

As previously disclosed, we became a party to several legal and regulatory proceedings in 2012, 2013, and 2014 relating to the Facebook IPO that occurred on May 18, 2012.

As described in our Annual Report on Form 10-K for the year ended December 31, 2012, we are named as a defendant in a consolidated matter captioned *In re Facebook, Inc., IPO Securities and Derivative Litigation*, MDL No. 2389 (S.D.N.Y.). On May 22, 2015, the parties executed a stipulation of settlement, and on June 25, 2015, the court entered an order preliminarily approving the settlement, which remains subject to final court approval.

In our Quarterly Report on Form 10-Q for the period ended March 31, 2013, we identified a demand for arbitration from a member organization seeking indemnification for alleged losses associated with the Facebook IPO. In April 2015, we reached an agreement to settle the claims asserted by the member organization.

We have established a reserve of \$31 million to cover the costs of these settlements. We anticipate that some or all of the amounts paid from the loss reserve will be reimbursed by applicable insurance coverage.

We also are named as one of many defendants in *City of Providence v. BATS Global Markets, Inc., et al.*, 14 Civ. 2811 (S.D.N.Y.), which was filed on April 18, 2014 in the United States District Court for the Southern District of New York. The district court appointed lead counsel, who filed an amended complaint on September 2, 2014. The amended complaint names as defendants seven national exchanges, as well as Barclays PLC, which operated a private alternative trading system. On behalf of a putative class of securities traders, the plaintiffs allege that the defendants engaged in a scheme to manipulate the markets through high-frequency trading; the amended complaint asserts claims against us under Section 10(b) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and Rule 10b-5, as well as under Section 6(b) of the Exchange Act. We filed a motion to dismiss the amended complaint on November 3, 2014. In response, the plaintiffs filed a second amended complaint on November 24, 2014, which names the same defendants and alleges essentially the same violations. We then filed a motion to dismiss the second amended complaint on January 23, 2015. The plaintiffs filed an opposition to our motion to dismiss on March 24, 2015, and we filed a reply brief on May 8, 2015. On January 12, 2015, the court consolidated this case in a multi-district litigation proceeding under the heading *In re Barclays Liquidity Cross and High Frequency Trading Litigation*, 14-md-02589 (S.D.N.Y.). The consolidated cases bring claims against Barclays PLC and Barclays Capital alleging that certain marketing materials about Barclays LX contained false or misleading statements. Although the Providence matter has been consolidated with the Barclays matter, separate motions to dismiss have been filed and argued for each case. Given the preliminary nature of the proceedings, we are unable to estimate what, if any, liability may result from this litigation. However, we believe the claims to be without merit and intend to litigate them vigorously.

In addition, we are named as one of many exchange defendants in *Lanier v. BATS Exchange Inc., et al.*, 14 Civ. 3745 (S.D.N.Y.), *Lanier v. BATS Exchange Inc., et al.*, 14 Civ. 3865 (S.D.N.Y.), and *Lanier v. Bats Exchange Inc.*, 14 Civ. 3866 (S.D.N.Y.), which were filed between May 23, 2014 and May 30, 2014 in the United States District Court for the Southern District of New York. The plaintiff is the same in each of these cases, and the three complaints contain substantially similar allegations. On behalf of a putative class of subscribers for market data provided by national exchanges, the plaintiff alleges that the exchanges provided data more quickly to certain market participants than to others, supposedly in breach of the exchanges' plans for dissemination of market data and subscriber agreements executed under those plans. The complaint asserts contractual theories under state law based on these alleged breaches. On September 29, 2014, we filed a motion to dismiss the complaints. The court heard oral argument on the motion on January 16, 2015. On April 28, 2015, the district court entered an order dismissing the complaints with prejudice, concluding that they are foreclosed by the Exchange Act and in any event do not state a claim under the contracts. The plaintiff has appealed the judgment of dismissal to the United States Court of Appeals for the Second Circuit. Given the preliminary nature of the proceedings, and particularly the fact that the complaints have been dismissed, we are unable to estimate what, if any, liability may result from this litigation. However, we believe (as the district court concluded) that the claims are without merit and intend to litigate the appeal vigorously.

As reported in our Quarterly Report on Form 10-Q for the period ended March 31, 2015, we are a defendant in a putative class action, *Rabin v. NASDAQ OMX PHLX LLC, et al.*, No. 15-551 (E.D. Pa.). We intend to file a motion to dismiss the complaint. We believe the claims to be without merit and intend to litigate them vigorously.

Except as disclosed above and in prior reports filed under the Exchange Act, we are not currently a party to any litigation or proceeding that we believe could have a material adverse effect on our business, consolidated financial condition, or operating results. However, from time to time, we have been threatened with, or named as a defendant in, lawsuits or involved in regulatory proceedings.

#### **Tax Audits**

We are engaged in ongoing discussions and audits with taxing authorities on various tax matters, the resolutions of which are uncertain. Currently, there are matters that may lead to assessments, some of which may not be resolved for several years. Based on currently available information, we believe we have adequately provided for any assessments that could result from those proceedings where it is more likely than not that we will be assessed. We review our positions on these matters as they progress.

#### **16. Business Segments**

We manage, operate and provide our products and services in four business segments: Market Services, Listing Services, Information Services and Technology Solutions. See Note 1, "Organization and Nature of Operations," to the condensed consolidated financial statements for further discussion of our reportable segments.

Our management allocates resources, assesses performance and manages these businesses as four separate segments. We evaluate the performance of our segments based on several factors, of which the primary financial measure is operating income. Results of individual businesses are presented based on our management accounting practices and structure. Certain amounts are allocated to corporate items in our management reports based on the decision that those activities should not be used to evaluate the segment's operating performance. Since management does not consider intangible asset amortization expense for the purpose of

evaluating the performance of the business or its managers or when making decisions to allocate resources, such expenses are shown in corporate items in our management reports. See below for further discussion.

The following table presents certain information regarding these operating segments for the three and six months ended June 30, 2015 and 2014.

	Market Services	Listing Services	Information Services	Technology Solutions	Corporate Items and Eliminations	Consolidated
(in millions)						
<b>Three Months Ended June 30, 2015</b>						
Total revenues	\$ 478	\$ 66	\$ 128	\$ 135	\$ -	\$ 807
Transaction-based expenses	(289)	-	-	-	-	(289)
Revenues less transaction-based expenses	189	66	128	135	-	518
Operating income (loss) <sup>(1)</sup>	\$ 100	\$ 29	\$ 89	\$ 19	\$ (20)	\$ 217
<b>Three Months Ended June 30, 2014</b>						
Total revenues	\$ 539	\$ 60	\$ 123	\$ 143	\$ -	\$ 865
Transaction-based expenses	(342)	-	-	-	-	(342)
Revenues less transaction-based expenses	197	60	123	143	-	523
Operating income (loss) <sup>(2)</sup>	\$ 100	\$ 25	\$ 92	\$ 16	\$ (42)	\$ 191
<b>Six Months Ended June 30, 2015</b>						
Total revenues	\$ 1,018	\$ 130	\$ 253	\$ 265	\$ -	\$ 1,666
Transaction-based expenses	(641)	-	-	-	-	(641)
Revenues less transaction-based expenses	377	130	253	265	-	1,025
Operating income (loss) <sup>(3)</sup>	\$ 201	\$ 57	\$ 181	\$ 33	\$ (228)	\$ 244
<b>Six Months Ended June 30, 2014</b>						
Total revenues	\$ 1,116	\$ 117	\$ 246	\$ 283	\$ -	\$ 1,762
Transaction-based expenses	(710)	-	-	-	-	(710)
Revenues less transaction-based expenses	406	117	246	283	-	1,052
Operating income (loss) <sup>(4)</sup>	\$ 205	\$ 46	\$ 184	\$ 29	\$ (89)	\$ 375

(1) Corporate items and eliminations for the three months ended June 30, 2015 include:

- amortization expense of acquired intangible assets of \$15 million;
- merger and other strategic initiatives costs of \$3 million primarily related to certain strategic initiatives and our acquisition of DWA; and
- restructuring charges of \$2 million. See Note 3, "Restructuring Charges," for further discussion.

(2) Corporate items and eliminations for the three months ended June 30, 2014 primarily include:

- amortization expense of acquired intangible assets of \$18 million;
- merger and strategic initiatives expense of \$14 million primarily related to the acquisition of the TR Corporate businesses and other strategic initiatives;
- loss on debt extinguishment of \$9 million; and
- special legal expense of \$1 million.

(3) Corporate items and eliminations for the six months ended June 30, 2015 include:

- restructuring charges of \$152 million. See Note 3, "Restructuring Charges," for further discussion;
- amortization expense of acquired intangible assets of \$31 million;
- special legal expenses of \$31 million. See "Litigation," of Note 15, "Commitments, Contingencies and Guarantees," for further discussion;
- reversal of previously recorded VAT receivables no longer deemed collectible of \$12 million; and
- merger and other strategic initiatives costs of \$3 million primarily related to certain strategic initiatives and our acquisition of DWA.

(4) Corporate items and eliminations for the six months ended June 30, 2014 primarily include:

- merger and strategic initiatives expense of \$42 million primarily related to the acquisition of the TR Corporate businesses and other strategic initiatives;



- amortization expense of acquired intangible assets of \$36 million;
- loss on debt extinguishment of \$9 million; and
- special legal expense of \$2 million.

For further discussion of our segments' results, see "Part I. Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations—Segment Operating Results."

#### **17. Subsequent Event**

In July 2015, we launched Nasdaq Futures, Inc., or NFX, which is our new U.S.-based energy derivatives market. NFX will offer cash-settled energy derivatives based on key energy benchmarks including oil, natural gas and U.S. power. NFX is part of our Market Services segment.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of the financial condition and results of operations of Nasdaq should be read in conjunction with our condensed consolidated financial statements and related notes included in this Form 10-Q.

### Business Overview

We are a leading provider of trading, clearing, exchange technology, regulatory, securities listing, information and public company services across six continents. Our global offerings are diverse and include trading and clearing across multiple asset classes, access services, data products, financial indexes, capital formation solutions, corporate solutions and market technology products and services. Our technology powers markets across the globe, supporting derivatives trading, clearing and settlement, cash equity trading, fixed income trading and many other functions.

### Business Segments

We manage, operate and provide our products and services in four business segments: Market Services, Listing Services, Information Services and Technology Solutions.

See Note 1, "Organization and Nature of Operations," to the condensed consolidated financial statements for further discussion of our reportable segments and Note 16, "Business Segments," to the condensed consolidated financial statements for discussion of how management allocates resources, assesses performance and manages these businesses as four separate segments.

### Business Environment

We serve listed companies, market participants and investors by providing derivative, commodities, cash equity, and fixed income markets, thereby facilitating economic growth and corporate entrepreneurship. We provide market technology to exchanges, clearing organizations and central securities depositories around the world. We also offer companies and other organizations access to innovative products and software solutions and services that increase transparency, mitigate risk, improve board efficiency and facilitate better corporate governance. In broad terms, our business performance is impacted by a number of drivers including macroeconomic events affecting the risk and return of financial assets, investor sentiment, government and private sector demands for capital, the regulatory environment for capital markets, and changing technology, particularly in the financial services industry. Our future revenues and net income will continue to be influenced by a number of domestic and international economic trends including:

- Trading volumes in equity derivative, cash equity, and FICC, which are driven primarily by overall macroeconomic conditions;
- The number of companies seeking equity financing, which is affected by factors such as investor demand, the global economy, availability of diverse sources of financing as well as tax and regulatory policies;
- The demand for information about, or access to, our markets, which is dependent on the products we trade, our importance as a liquidity center, and the quality and pricing of our data and access services;
- The demand by companies and other organizations for the products sold by our Corporate Solutions business, which is largely driven by the overall state of the economy and the attractiveness of our offerings;
- The demand for licensed exchange traded products and other financial products based on our indexes as well as changes to the underlying assets associated with existing licensed financial products;
- The challenges created by the automation of market data consumption, including competition and the quickly evolving nature of the data business;
- The outlook of our technology customers for capital market activity;
- Continuing pressure in transaction fee pricing due to intense competition in the U.S. and Europe;
- Competition for listings and trading related to pricing, product features and service offerings;
- Regulatory changes relating to market structure or affecting certain types of instruments, transactions, pricing structures or capital market participants; and
- Technological advances and members' demand for speed, efficiency, and reliability.

Currently our business drivers are defined by investors' and companies' cautiously optimistic outlook about the pace of global economic recovery. As the global economy adjusts to further monetary stimulus in Europe and Asia, we continue to experience modest annual growth in many of our non-transactional businesses. Since a number of significant structural and political issues continue to confront the global economy, instability could return at any time, resulting in an increased level of market volatility, oscillating trading volumes, and a return of market uncertainty. Furthermore, many of the largest customers of our transactional businesses continue to adapt their business models as they address the implementation of regulatory changes initiated following the global financial crisis. Market volatility remained low for much of the second quarter of 2015 before spiking upwards as the quarter was ending. Our U.S. cash equity trading business experienced a decrease in volume while our European cash equity trading business experienced an increase in volume. A similar pattern characterized our equity derivative trading and clearing businesses, which

experienced a decrease in trading volumes in the U.S. while trading volumes in Europe increased. Positive momentum in the IPO market carried over from the first quarter of 2015 particularly in our Nordic markets. Additional impacts on our business drivers included the international enactment and implementation of new legislative and regulatory initiatives, the evolution of market participants' trading behavior, and the continued rapid progression and deployment of new technology in the financial services industry. The business environment that influenced our financial performance for the second quarter of 2015 may be characterized as follows:

- A slower pace of new equity issuance in the U.S. with 49 IPOs on The NASDAQ Stock Market in the second quarter of 2015, down from 51 in the second quarter of 2014. IPO activity improved in the Nordics with 31 IPOs in the second quarter of 2015 compared to 17 IPOs in second quarter of 2014 on the Nasdaq Nordic and Nasdaq Baltic exchanges;
- Average daily matched equity options volume for our three U.S. options exchanges decreased 13.0% in the second quarter of 2015 compared to the same period in 2014. Overall average daily U.S. options volume decreased 2.1% while our combined matched market share for our three U.S. options exchanges decreased by 3.0 percentage points;
- Matched share volume for all of our U.S. cash equity markets decreased by 3.5%, while average daily U.S. share volume increased by 5.0% relative to the same period in 2014. Volatility, often a driver of volume levels, remained low in the second quarter of 2015. The decrease in matched share volume was primarily due to a decrease in matched market share from 20.2% in the second quarter of 2014 (NASDAQ 17.1%; Nasdaq BX 2.6%; Nasdaq PSX 0.5%) to 18.6% in the second quarter of 2015 (NASDAQ 15.8%; Nasdaq BX 1.9%; Nasdaq PSX 0.9%);
- Continuous cost focus in the industry has further increased the growth of our Nasdaq Basic product. The number of Nasdaq Basic subscribers increased 5.7% in the second quarter of 2015 compared to the same period in 2014;
- A 28.2% increase relative to the second quarter of 2014 in the average daily number of cash equity trades on our Nordic and Baltic exchanges;
- A 30.9% increase relative to the second quarter of 2014 in the SEK value of cash equity transactions on our Nordic and Baltic exchanges;
- A 13.6% decline in U.S. fixed income notional trading volume, a slight decline in average daily Nordic and Baltic fixed income derivative contracts, and a 4.6% decline in total cleared power contracts for the quarter;
- A 16.5% increase in the average daily number of options and futures contracts traded on our Nordic and Baltic exchanges relative to the second quarter of 2014 (including Finnish option contracts traded on EUREX Group);
- Intense competition among U.S. exchanges and dealer-owned systems for cash equity trading volume and strong competition between multilateral trading facilities and exchanges in Europe for cash equity trading volume;
- Globalization of exchanges, customers and competitors extending the competitive horizon beyond national markets; and
- Market trends requiring continued investment in technology to meet customers' and regulators' demands as markets adapt to a global financial industry, as increasing numbers of new companies are created, and as emerging countries show ongoing interest in developing their financial markets.

**Financial Summary**

The following table summarizes our financial performance for the three and six months ended June 30, 2015 when compared with the same periods in 2014.

	Three Months Ended June 30,		Percentage Change	Six Months Ended June 30,		Percentage Change
	2015	2014		2015	2014	
	(in millions, except per share amounts)			(in millions, except per share amounts)		
Revenues less transaction-based expenses	\$ 518	\$ 523	(1.0)%	\$ 1,025	\$ 1,052	(2.6)%
Operating expenses	301	332	(9.3)%	781	677	15.4%
Operating income	217	191	13.6%	244	375	(34.9)%
Interest expense	27	30	(10.0)%	55	59	(6.8)%
Income before income taxes	192	162	18.5%	205	319	(35.7)%
Income tax provision	60	61	(1.6)%	64	114	(43.9)%
Net income attributable to Nasdaq	\$ 133	\$ 101	31.7%	\$ 142	\$ 205	(30.7)%
Diluted earnings per share	\$ 0.77	\$ 0.59	30.5%	\$ 0.82	\$ 1.18	(30.5)%

In countries with currencies other than the U.S. dollar, revenues and expenses are translated using monthly average exchange rates. The following discussion of results of operations isolates the impact of year-over-year foreign currency fluctuations to better measure the comparability of operating results between periods. Operating results excluding the impact of foreign currency fluctuations are calculated by translating the current period's results by the prior period's exchange rates. Impacts associated with fluctuations in foreign currency are discussed in more detail under "Item 3. Quantitative and Qualitative Disclosures about Market Risk."

The following summarizes significant changes in our financial performance for the three and six months ended June 30, 2015 when compared with the same periods in 2014:

- Revenues less transaction-based expenses decreased \$5 million, or 1.0%, to \$518 million in the second quarter of 2015, compared with \$523 million in the same period in 2014, reflecting an unfavorable impact from foreign exchange of \$29 million, partially offset by an operational increase in revenues of \$24 million. The increase in operational revenues was primarily due to an:

- increase in Cash Equity Trading revenues less transaction-based expenses of \$11 million, from both U.S. and European cash equity trading;
- increase in Listing Services revenues of \$9 million; and
- increase in Index Licensing and Services revenues of \$7 million, partially offset by a;
- decrease in FICC revenues less transaction-based expenses of \$4 million.

- Revenues less transaction-based expenses decreased \$27 million, or 2.6%, to \$1,025 million in the first six months of 2015, compared with \$1,052 million in the same period in 2014, reflecting an unfavorable impact from foreign exchange of \$58 million, partially offset by an operational increase in revenues of \$31 million. The increase in operational revenues was primarily due to an:

- increase in Listing Services revenues of \$19 million;
- increase in Cash Equity Trading revenues less transaction-based expenses of \$18 million, from both U.S. and European cash equity trading;
- increase in Index Licensing and Services revenues of \$10 million;
- increase in Data Products revenues of \$6 million, primarily from U.S. data products; and
- increase in Access and Broker Services revenues of \$3 million, partially offset by a;
- decrease in FICC revenues less transaction-based expenses of \$12 million;
- decrease in Equity Derivative Trading and Clearing revenues less transaction-based expenses of \$10 million, primarily from U.S. equity derivative trading and clearing less transaction-based expenses; and
- decrease in Corporate Solutions revenues of \$5 million.

- Operating expenses decreased \$31 million, or 9.3%, to \$301 million in the second quarter of 2015, compared with \$332 million in the same period of 2014, reflecting an operational decrease of \$12 million and a favorable impact from foreign exchange of \$19 million. The decrease in operational expenses was primarily due to a decrease in general, administrative and other expense and merger and strategic initiatives expense, partially offset by an increase in compensation and benefits expense.

- Operating expenses increased \$104 million, or 15.4%, to \$781 million in the first six months of 2015, compared with \$677 million in the same period of 2014, reflecting an operational increase of \$148 million, partially offset by a favorable impact from foreign exchange of \$44 million. The increase in operational expenses was primarily due to restructuring charges of \$152 million, an increase in general, administrative and other expense, an increase in compensation and benefits expense, and an increase in computer operations and data communications expense. These increases were partially offset by a decrease in merger and strategic initiatives expense.

Income tax provision was \$60 million in the second quarter of 2015 compared with \$61 million in the same period of 2014, a decrease of \$1 million. The decrease was primarily due to a change in the geographic mix of earnings and losses. In addition, in the second quarter of 2014, we recorded adjustments related to our 2010 through 2012 tax return liabilities which resulted in an increase to the tax provision.

Income tax provision was \$64 million in the first six months of 2015 compared with \$114 million in the same period of 2014, a decrease of \$50 million. The decrease was primarily due to a decline in income before income taxes.

These current and prior year items are discussed in more detail below.

## Nasdaq's Operating Results

### Key Drivers

The following table includes key drivers for each of our segments. In evaluating the performance of our business, our senior management closely watches these key drivers.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
<b>Market Services</b>				
<b>Equity Derivative Trading and Clearing</b>				
<u>U.S. Equity Options</u>				
Total industry average daily volume (in millions)	13.9	14.2	14.3	15.1
Nasdaq PHLX matched market share	16.4%	15.6%	17.1%	15.8%
The NASDAQ Options Market matched market share	6.8%	10.6%	8.2%	10.5%
Nasdaq BX Options Market matched market share	0.8%	0.8%	0.7%	0.9%
Total matched market share executed on Nasdaq's exchanges	24.0%	27.0%	26.0%	27.2%
<u>Nasdaq Nordic and Nasdaq Baltic options and futures</u>				
Total average daily volume options and futures contracts <sup>(1)</sup>	399,900	343,338	401,180	364,701
<b>Cash Equity Trading</b>				
<u>Total U.S.-listed securities</u>				
Total industry average daily share volume (in billions)	6.35	6.05	6.63	6.49
Matched share volume (in billions)	74.3	77.0	157.3	164.1
Matched market share executed on NASDAQ	15.8%	17.1%	16.4%	17.1%
Matched market share executed on Nasdaq BX	1.9%	2.6%	1.8%	2.8%
Matched market share executed on Nasdaq PSX	0.9%	0.5%	0.9%	0.5%
Total matched market share executed on Nasdaq's exchanges	18.6%	20.2%	19.1%	20.4%
Market share reported to the FINRA/NASDAQ Trade Reporting Facility	32.9%	32.5%	32.1%	32.4%
Total market share <sup>(2)</sup>	51.5%	52.7%	51.2%	52.8%
<u>Nasdaq Nordic and Nasdaq Baltic securities</u>				
Average daily number of equity trades executed on Nasdaq's exchanges	424,915	331,546	432,549	358,140
Total average daily value of shares traded (in billions)	\$ 5.4	\$ 4.9	\$ 5.5	\$ 5.3
Total market share executed on Nasdaq's exchanges	67.7%	69.8%	68.2%	69.5%
<b>Fixed Income, Currency and Commodities Trading and Clearing</b>				
<u>Total U.S. fixed income</u>				
U.S. fixed income notional trading volume (in billions)	\$ 8,281	\$ 9,582	\$ 16,646	\$ 19,528
<u>Nasdaq Nordic and Nasdaq Baltic fixed income</u>				
Total average daily volume fixed income contracts	105,432	105,642	106,245	111,500
<u>Nasdaq Commodities</u>				
Power contracts cleared (TWh) <sup>(3)</sup>	329	345	692	774
<b>Listing Services</b>				
<u>Initial public offerings</u>				
NASDAQ	49	51	76	98
Exchanges that comprise Nasdaq Nordic and Nasdaq Baltic	31	17	48	22
<u>New listings</u>				
NASDAQ <sup>(4)</sup>	79	79	122	156
Exchanges that comprise Nasdaq Nordic and Nasdaq Baltic <sup>(5)</sup>	38	32	56	41
<u>Number of listed companies</u>				
NASDAQ <sup>(6)</sup>	2,828	2,709	2,828	2,709
Exchanges that comprise Nasdaq Nordic and Nasdaq Baltic <sup>(7)</sup>	835	782	835	782
<b>Information Services</b>				
Indexes Nasdaq calculates and distributes (in thousands)	42	42	42	42
Assets under management (in billions) <sup>(8)</sup>	\$ 108	\$ 96	\$ 108	\$ 96
<b>Technology Solutions</b>				
<b>Market Technology</b>				
Order intake (in millions) <sup>(9)</sup>	\$ 31	\$ 32	\$ 71	\$ 99
Total order value (in millions) <sup>(10)</sup>	\$ 707	\$ 658	\$ 707	\$ 658

(1) Includes Finnish option contracts traded on EUREX Group.

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- <sup>(2)</sup>Includes transactions executed on NASDAQ's, Nasdaq BX's and Nasdaq PSX's systems plus trades reported through the FINRA/NASDAQ Trade Report Facility.
- <sup>(3)</sup>Transactions executed on Nasdaq Commodities or OTC and reported for clearing to Nasdaq Commodities measured by TWh.
- <sup>(4)</sup>New listings include IPOs, including those completed on a best efforts basis, issuers that switched from other listing venues, closed-end funds and separately listed ETFs.
- <sup>(5)</sup>New listings include IPOs and represent companies listed on the Nasdaq Nordic and Nasdaq Baltic exchanges and companies on the alternative markets of Nasdaq First North.
- <sup>(6)</sup> Number of listed companies for NASDAQ at period end, including separately listed ETFs.
- <sup>(7)</sup>Represents companies listed on the Nasdaq Nordic and Nasdaq Baltic exchanges and companies on the alternative markets of Nasdaq First North at period end.
- <sup>(8)</sup> Represents assets under management in exchange traded products.
- <sup>(9)</sup> Total contract value of orders signed during the period.
- <sup>(10)</sup>Represents total contract value of signed orders that are yet to be recognized as revenue. Market Technology deferred revenue, as discussed in Note 7, "Deferred Revenue," to the condensed consolidated financial statements, represents consideration received that is yet to be recognized as revenue for these signed orders.

**Segment Operating Results**

Of our total second quarter 2015 revenues less transaction-based expenses of \$518 million, 36.5% was from our Market Services segment, 12.7% was from our Listing Services segment, 24.7% was from our Information Services segment and 26.1% was from our Technology Solutions segment. Of our total second quarter 2014 revenues less transaction-based expenses of \$523 million, 37.7% was from our Market Services segment, 11.5% was from our Listing Services segment, 23.5% was from our Information Services segment and 27.3% was from our Technology Solutions segment.

Of our total first six months 2015 revenues less transaction-based expenses of \$1,025 million, 36.8% was from our Market Services segment, 12.7% was from our Listing Services segment, 24.7% was from our Information Services segment and 25.9% was from our Technology Solutions segment. Of our total first six months 2014 revenues less transaction-based expenses of \$1,052 million, 38.6% was from our Market Services segment, 11.1% was from our Listing Services segment, 23.4% was from our Information Services segment and 26.9% was from our Technology Solutions segment.

The following table shows our total revenues by segment, transaction-based expenses for our Market Services segment and total revenues less transaction-based expenses:

	<b>Three Months Ended June 30,</b>		<b>Percentage Change</b>	<b>Six Months Ended June 30,</b>		<b>Percentage Change</b>
	<b>2015</b>	<b>2014</b>		<b>2015</b>	<b>2014</b>	
	(in millions)			(in millions)		
Market Services	\$ 478	\$ 539	(11.3)%	\$ 1,018	\$ 1,116	(8.8)%
Transaction-based expenses	(289)	(342)	(15.5)%	(641)	(710)	(9.7)%
Market Services revenues less transaction-based expenses	189	197	(4.1)%	377	406	(7.1)%
Listing Services	66	60	10.0%	130	117	11.1%
Information Services	128	123	4.1%	253	246	2.8%
Technology Solutions	135	143	(5.6)%	265	283	(6.4)%
<b>Total revenues less transaction-based expenses</b>	<b>\$ 518</b>	<b>\$ 523</b>	<b>(1.0)%</b>	<b>\$ 1,025</b>	<b>\$ 1,052</b>	<b>(2.6)%</b>



**MARKET SERVICES**

The following table shows total revenues, transaction-based expenses, and total revenues less transaction-based expenses from our Market Services segment:

	Three Months Ended June 30,		Percentage Change	Six Months Ended June 30,		Percentage Change
	2015	2014		2015	2014	
	(in millions)			(in millions)		
<b>Market Services Revenues:</b>						
<b>Equity Derivative Trading and Clearing Revenues<sup>(1)</sup></b>	\$ 97	\$ 129	(24.8)%	\$ 213	\$ 265	(19.6)%
Transaction-based expenses:						
Transaction rebates	(49)	(71)	(31.0)%	(113)	(145)	(22.1)%
Brokerage, clearance and exchange fees <sup>(2)</sup>	(4)	(8)	(50.0)%	(11)	(15)	(26.7)%
<b>Equity derivative trading and clearing revenues less transaction-based expenses</b>	<b>44</b>	<b>50</b>	<b>(12.0)%</b>	<b>89</b>	<b>105</b>	<b>(15.2)%</b>
<b>Cash Equity Trading Revenues<sup>(2)</sup></b>	<b>297</b>	<b>318</b>	<b>(6.6)%</b>	<b>636</b>	<b>661</b>	<b>(3.8)%</b>
Transaction-based expenses:						
Transaction rebates	(167)	(181)	(7.7)%	(364)	(391)	(6.9)%
Brokerage, clearance and exchange fees <sup>(2)</sup>	(68)	(81)	(16.0)%	(151)	(157)	(3.8)%
<b>Cash equity trading revenues less transaction-based expenses</b>	<b>62</b>	<b>56</b>	<b>10.7%</b>	<b>121</b>	<b>113</b>	<b>7.1%</b>
<b>Fixed Income, Currency and Commodities Trading and Clearing Revenues</b>	<b>25</b>	<b>32</b>	<b>(21.9)%</b>	<b>50</b>	<b>69</b>	<b>(27.5)%</b>
Transaction-based expenses:						
Brokerage, clearance and exchange fees	(1)	(1)	-	(2)	(2)	-
<b>Fixed income, currency and commodities trading and clearing revenues less transaction-based expenses</b>	<b>24</b>	<b>31</b>	<b>(22.6)%</b>	<b>48</b>	<b>67</b>	<b>(28.4)%</b>
<b>Access and Broker Services Revenues</b>	<b>59</b>	<b>60</b>	<b>(1.7)%</b>	<b>119</b>	<b>121</b>	<b>(1.7)%</b>
<b>Total Market Services revenues less transaction-based expenses</b>	<b>\$ 189</b>	<b>\$ 197</b>	<b>(4.1)%</b>	<b>\$ 377</b>	<b>\$ 406</b>	<b>(7.1)%</b>

<sup>(1)</sup>Includes Section 31 fees of \$4 million in the second quarter of 2015, \$7 million in the second quarter of 2014, \$10 million in the first six months of 2015 and \$13 million in the first six months of 2014. Section 31 fees are recorded as equity derivative trading and clearing revenues with a corresponding amount recorded in transaction-based expenses.

<sup>(2)</sup>Includes Section 31 fees of \$63 million in the second quarter of 2015, \$75 million in the second quarter of 2014, \$140 million in the first six months of 2015 and \$144 million in the first six months of 2014. Section 31 fees are recorded as cash equity trading revenues with a corresponding amount recorded in transaction-based expenses.

Market Services revenues less transaction-based expenses decreased in the second quarter and first six months of 2015 compared with the same periods in 2014 primarily due to a decrease in FICC revenues less transaction-based expenses and equity derivative trading and clearing revenues less transaction-based expenses, partially offset by an increase in cash equity trading revenues less transaction-based expenses. Market Services revenues included an unfavorable impact from foreign exchange of \$14 million in the second quarter of 2015 and \$28 million in the first six months of 2015.

**Equity Derivative Trading and Clearing Revenues**

Equity derivative trading and clearing revenues decreased in the second quarter and first six months of 2015 compared with the same periods in 2014 primarily due to a decrease in gross capture, a decline in overall market share at our three U.S. options exchanges, a decline in U.S. industry trading volumes and an unfavorable impact from foreign exchange of \$3 million in the second quarter of 2015 and \$6 million in the first six months of 2015, partially offset by an increase in trading volumes in our European products.

Equity derivative trading and clearing revenues less transaction-based expenses decreased in the second quarter and first six months of 2015 compared with the same periods in 2014. The decrease in the second quarter was primarily due to a decline in overall market share at our three U.S. options exchanges and an unfavorable impact from foreign exchange of \$3 million, partially offset by an increase in trading volumes in our European products. The decrease in the first six months was primarily due to declines in U.S. average net capture, a decline in U.S. industry trading volumes, a decline in overall market share at our three U.S. options exchanges and an unfavorable impact from foreign exchange of \$6 million, partially offset by an increase in trading volumes in our European products.

Section 31 fees are recorded as equity derivative trading and clearing revenues with a corresponding amount recorded as transaction-based expenses. In the U.S. we are assessed these fees from the SEC and pass them through to our customers in the form of incremental fees. Pass-through fees can increase or decrease due to rate changes by the SEC, our percentage of the overall industry volumes processed on our systems, and differences in actual dollar value of shares traded. Since the amount recorded in revenues is equal to the amount recorded as transaction-based expenses, there is no impact on our revenues less transaction-based expenses. Section 31 fees were \$4 million in the second quarter of 2015, \$7 million in the second quarter of 2014, \$10 million in the first six months of 2015 and \$13 million in the first six months of 2014. The decrease in the second quarter and first six months of 2015 compared with the same periods in 2014 was primarily due to lower dollar value traded.

Transaction rebates, in which we credit a portion of the per share execution charge to the market participant, decreased in the second quarter and first six months of 2015 compared with the same periods in 2014 primarily due to a decrease in overall rebate capture, a decline in overall market share at our three U.S. options exchanges and a decline in U.S. industry trading volumes.

Brokerage, clearance and exchange fees decreased in the second quarter and first six months of 2015 compared with the same periods in 2014 primarily due to lower Section 31 pass-through fees and a decline in volume routed.

### ***Cash Equity Trading Revenues***

Cash equity trading revenues decreased in the second quarter and first six months of 2015 compared with the same periods in 2014 primarily due to a decrease in our overall U.S. matched market share, a decline in U.S. revenue capture, a decrease in Section 31 pass-through fees and an unfavorable impact from foreign exchange of \$5 million in the second quarter of 2015 and \$10 million in the first six months of 2015, partially offset by higher U.S. and European industry trading volumes.

Cash equity trading revenues less transaction-based expenses increased in the second quarter and first six months of 2015 compared with the same periods in 2014 primarily due to higher U.S. average net capture and higher U.S. and European industry trading volumes, partially offset by a decrease in our overall U.S. matched market share and an unfavorable impact from foreign exchange of \$5 million in the second quarter of 2015 and \$10 million in the first six months of 2015.

Similar to equity derivative trading and clearing, in the U.S. we record Section 31 fees as cash equity trading revenues with a corresponding amount recorded as transaction-based expenses. We are assessed these fees from the SEC and pass them through to our customers in the form of incremental fees. Since the amount recorded in revenues is equal to the amount recorded as transaction-based expenses, there is no impact on our revenues less transaction-based expenses. Section 31 fees were \$63 million in the second quarter of 2015, \$75 million in the second quarter of 2014, \$140 million in the first six months of 2015 and \$144 million in the first six months of 2014. The decrease in the second quarter and first six months of 2015 was primarily due to lower dollar value traded on Nasdaq's trading systems, partially offset by higher pass-through fee rates.

For NASDAQ and Nasdaq PSX, we credit a portion of the per share execution charge to the market participant that provides the liquidity and for Nasdaq BX, we credit a portion of the per share execution charge to the market participant that removes the liquidity. These transaction rebates decreased in the second quarter and first six months of 2015 compared with the same periods in 2014 primarily due to a decline in rebate capture and a decrease in our overall U.S. matched market share, partially offset by an increase in U.S. industry trading volumes.

Brokerage, clearance and exchange fees decreased in the second quarter and first six months of 2015 compared with the same periods in 2014 primarily due to a decrease in Section 31 pass-through fees and a decline in volume routed.

### ***FICC Revenues***

FICC revenues less transaction-based expenses decreased in the second quarter and first six months of 2015 compared with the same periods in 2014 primarily due to a decrease related to a scheduled contract termination of an eSpeed technology licensing customer, volume declines in commodities and U.S. fixed income products, and an unfavorable impact from foreign exchange of \$3 million in the second quarter of 2015 and \$7 million in the first six months of 2015.

### ***Access and Broker Services Revenues***

Access and Broker Services revenues decreased slightly in the second quarter and first six months of 2015 compared with the same periods in 2014 primarily due to an unfavorable impact from foreign exchange of \$3 million in the second quarter of 2015 and \$5 million in the first six months of 2015, partially offset by an increase in customer demand for network connectivity.

## LISTING SERVICES

The following table shows revenues from our Listing Services segment:

	Three Months Ended June 30,		Percentage Change	Six Months Ended June 30,		Percentage Change
	2015	2014		2015	2014	
	(in millions)			(in millions)		
<b>Listing Services revenues</b>	\$ 66	\$ 60	10.0%	\$ 130	\$ 117	11.1%

Listing Services revenues increased in the second quarter and first six months of 2015 compared with the same periods in 2014 primarily due to an increase in U.S. listing services revenues, partially offset by a decrease in European listing services revenues. The increase in U.S. listing services revenues was primarily due to an increase in annual listing fees as a result of pricing actions and an increase in the number of listed companies. The number of NASDAQ listed companies was 2,828 as of June 30, 2015 compared with 2,709 as of June 30, 2014. The decrease in European listing services revenues in the second quarter of 2015 and first six months of 2015 was driven by an unfavorable impact from foreign exchange of \$3 million in the second quarter of 2015 and \$6 million in the first six months of 2015, partially offset by an operational increase reflecting an increase in the number of listed companies and higher annual fees.

## INFORMATION SERVICES

The following table shows revenues from our Information Services segment:

	Three Months Ended June 30,		Percentage Change	Six Months Ended June 30,		Percentage Change
	2015	2014		2015	2014	
	(in millions)			(in millions)		
<b>Information Services Revenues:</b>						
<b>Data Products revenues</b>	\$ 99	\$ 101	(2.0)%	\$ 199	\$ 201	(1.0)%
<b>Index Licensing and Services revenues</b>	29	22	31.8%	54	45	20.0%
<b>Total Information Services revenues</b>	\$ 128	\$ 123	4.1%	\$ 253	\$ 246	2.8%

### Information Services

Information Services revenues increased in the second quarter and first six months of 2015 compared with the same periods in 2014 due to an increase in Index Licensing and Services revenues.

### Data Products Revenues

Data products revenues decreased in the second quarter and first six months of 2015 compared with the same periods in 2014 primarily due to lower audit collections and an unfavorable impact from foreign exchange of \$4 million in the second quarter and \$8 million in the first six months of 2015, partially offset by higher customer demand for U.S. proprietary data products and the inclusion of revenues associated with the acquisition of DWA in January 2015.

### Index Licensing and Services Revenues

Index Licensing and Services revenues increased in the second quarter and first six months of 2015 compared with the same periods in 2014. These increases were primarily due to the inclusion of revenues associated with the acquisition of DWA in January 2015 and higher revenue derived from exchange traded products licensed to Nasdaq indexes, reflecting increases in assets under management in listed products.

## TECHNOLOGY SOLUTIONS

The following table shows revenues from our Technology Solutions segment:

	Three Months Ended June 30,		Percentage Change	Six Months Ended June 30,		Percentage Change
	2015	2014		2015	2014	
	(in millions)			(in millions)		
<b>Technology Solutions Revenues:</b>						
<b>Corporate Solutions revenues</b>	\$ 76	\$ 80	(5.0)%	\$ 151	\$ 161	(6.2)%
<b>Market Technology revenues</b>	59	63	(6.3)%	114	122	(6.6)%
<b>Total Technology Solutions revenues</b>	\$ 135	\$ 143	(5.6)%	\$ 265	\$ 283	(6.4)%

## Technology Solutions

Technology Solutions revenues decreased in the second quarter and first six months of 2015 compared with the same periods in 2014 due to decreases in both Corporate Solutions and Market Technology revenues. Technology Solutions revenues included an unfavorable impact from foreign exchange of \$8 million in the second quarter of 2015 and \$15 million in the first six months of 2015.

### Corporate Solutions Revenues

Corporate Solutions revenues decreased in the second quarter and first six months of 2015 compared with the same periods in 2014 primarily due to a decline in the demand for our investor relations products and an unfavorable impact from foreign exchange of \$3 million in the second quarter of 2015 and \$5 million in the first six months of 2015, partially offset by an increase in governance revenues.

### Market Technology Revenues

Market Technology revenues decreased in the second quarter and first six months of 2015 compared with the same periods in 2014 primarily due to an unfavorable impact from foreign exchange of \$5 million in the second quarter of 2015 and \$10 million in the first six months of 2015 and lower software license and support revenues. Partially offsetting these decreases were operational increases in software as a service revenues primarily reflecting higher broker surveillance revenues.

### Total Order Value

As of June 30, 2015, total order value, which represents the total contract value of orders signed that are yet to be recognized as revenues, was \$707 million. Market Technology deferred revenue, included in total Technology Solutions deferred revenue of \$200 million, represents consideration received that is yet to be recognized as revenue for these signed orders. See Note 7, "Deferred Revenue," to the condensed consolidated financial statements for further discussion. The recognition and timing of these revenues depends on many factors, including those that are not within our control. As such, the following table of Market Technology revenues to be recognized in the future represents our best estimate:

	<b>Total Order Value</b> (in millions)
Fiscal year ended:	
2015 <sup>(1)</sup>	\$ 106
2016	206
2017	127
2018	96
2019	62
2020 and thereafter	110
<b>Total</b>	<b>\$ 707</b>

<sup>(1)</sup> Represents revenues that are anticipated to be recognized over the remaining six months of 2015.

## Expenses

### Operating Expenses

The following table shows our operating expenses:

	<b>Three Months Ended June 30,</b>		<b>Percentage Change</b>	<b>Six Months Ended June 30,</b>		<b>Percentage Change</b>
	<b>2015</b>	<b>2014</b>		<b>2015</b>	<b>2014</b>	
	(in millions)			(in millions)		
Compensation and benefits	\$ 144	\$ 145	(0.7)%	\$ 291	\$ 303	(4.0)%
Marketing and advertising	6	9	(33.3)%	13	18	(27.8)%
Depreciation and amortization	34	35	(2.9)%	67	69	(2.9)%
Professional and contract services	42	42	-	76	81	(6.2)%
Computer operations and data communications	23	23	-	58	45	28.9%
Occupancy	21	24	(12.5)%	42	49	(14.3)%
Regulatory	7	7	-	14	14	-
Merger and strategic initiatives	3	14	(78.6)%	3	42	(92.9)%
General, administrative and other	19	33	(42.4)%	65	56	16.1%
Restructuring charges	2	-	#	152	-	#
<b>Total operating expenses</b>	<b>\$ 301</b>	<b>\$ 332</b>	<b>(9.3)%</b>	<b>\$ 781</b>	<b>\$ 677</b>	<b>15.4%</b>

# Denotes a variance equal to 100.0%.

Total operating expenses decreased \$31 million in the second quarter of 2015 compared with the same period in 2014. The decrease reflects an operational decrease of \$12 million and a favorable impact from foreign exchange of \$19 million. The operational decrease in the second quarter of 2015 was primarily due to lower merger and strategic initiatives expense and general administrative and other expense, partially offset by higher compensation and benefits expense and restructuring charges.

Total operating expenses increased \$104 million in the first six months of 2015 compared with the same period in 2014. The increase reflects an operational increase of \$148 million, partially offset by a favorable impact from foreign exchange of \$44 million. The operational increase in the first six months of 2015 when compared to the prior year period was primarily due to restructuring charges, higher computer operations and data communications expense, higher general administrative and other expense, and higher compensation and benefits expense, partially offset by a decrease in merger and strategic initiatives expense.

Compensation and benefits expense decreased in both the second quarter and the first six months of 2015 compared with the same periods in 2014 primarily due to a favorable impact from foreign exchange of \$10 million in the second quarter of 2015 and \$21 million in the first six months of 2015. Partially offsetting these foreign exchange impacts were increased compensation costs resulting from our acquisition of DWA in January 2015, as well as overall higher compensation costs associated with increased financial performance. Headcount, including staff employed at consolidated entities where we have a controlling financial interest, increased slightly to 3,819 employees at June 30, 2015 from 3,762 employees at June 30, 2014.

Marketing and advertising expense decreased in both the second quarter and first six months of 2015 compared with the same periods in 2014 primarily due to lower brand and event driven marketing costs.

Professional and contract services expense was flat in the second quarter of 2015 compared with the same period in 2014 and decreased in the first six months of 2015 compared with the same period in 2014. The decrease was primarily due to a favorable impact from foreign exchange of \$5 million.

Computer operations and data communications expense was flat in the second quarter of 2015 compared with the same period in 2014 and increased in the first six months of 2015 compared with the same period in 2014. The increase was primarily due to an increase in VAT, reflecting a charge for the reversal of previously recorded VAT receivables no longer deemed collectible of \$12 million and higher software lease and maintenance costs, partially offset by a favorable impact from foreign exchange of \$7 million. See "Other Tax Matter," of Note 2, "Basis of Presentation and Principles of Consolidation," to the condensed consolidated financial statements for further discussion of the VAT receivables.

Occupancy expense decreased in the second quarter and first six months of 2015 compared with the same periods in 2014 reflecting lower facility and rent costs due to our restructuring activities and lower costs resulting from services no longer needed under the transition services agreement that was entered into in connection with our acquisition of the TR Corporate businesses. In addition, there was a favorable impact from foreign exchange of \$1 million in the second quarter of 2015 and \$3 million for the first six months of 2015.

Merger and strategic initiatives expense was \$3 million for both the three and six months ended June 30, 2015 and primarily related to certain strategic initiatives and our acquisition of DWA. Merger and strategic initiatives expense was \$14 million in the second quarter of 2014 and \$42 million in the first six months of 2014 and primarily related to our acquisition of the TR Corporate businesses and other strategic initiatives.

General, administrative and other expense decreased in the second quarter of 2015 and increased in the first six months of 2015 compared with the same periods in 2014. The decrease in the second quarter of 2015 primarily reflects a \$9 million loss on extinguishment of debt recorded in the second quarter of 2014 and lower bad debt and other costs in the second quarter of 2015. The increase in the first six months of 2015 mainly relates to a loss reserve of \$31 million for litigation arising from the Facebook IPO in May 2012. The reserve is intended to cover the estimated amount of a settlement of class action litigation initiated on behalf of investors in Facebook common stock on the date of its IPO. The reserve would also cover the anticipated cost of re-opening Nasdaq's voluntary accommodation program to allow any Nasdaq member that did not file for compensation in 2013 to submit a claim during the second quarter of 2015, subject to the conditions and limitations that were applicable to claims filed in 2013. Nasdaq expects that the reopening of the accommodation program will fully resolve claims by UBS Securities against Nasdaq. Nasdaq further anticipates that some or all of the amounts paid from the loss reserve will be reimbursed by applicable insurance coverage. Partially offsetting this increase was a \$9 million loss on extinguishment of debt recorded in the second quarter of 2014 and lower bad debt expense and other costs in the second quarter of 2015.

Restructuring charges were \$2 million in the second quarter of 2015 and \$152 million in the first six months of 2015. See Note 3, "Restructuring Charges," to the condensed consolidated financial statements for a discussion of our restructuring charges recorded during the second quarter and the first six months of 2015.

**Non-operating Income and Expenses**

The following table shows our non-operating income and expenses:

	<u>Three Months Ended June 30,</u>		<u>Percentage</u>	<u>Six Months Ended June 30,</u>		<u>Percentage</u>
	<u>2015</u>	<u>2014</u>		<u>Change</u>	<u>2015</u>	
	(in millions)			(in millions)		
Interest income	\$ 1	\$ 1	-	\$ 1	\$ 3	(66.7)%
Interest expense	(27)	(30)	(10.0)%	(55)	(59)	(6.8)%
Net interest expense	(26)	(29)	(10.3)%	(54)	(56)	(3.6)%
Net income from unconsolidated investees	1	-	#	15	-	#
Total non-operating expenses	\$ (25)	\$ (29)	(13.8)%	\$ (39)	\$ (56)	(30.4)%

# Denotes a variance equal to 100.0%.

Total non-operating expenses decreased in the second quarter and first six months of 2015 compared with the same periods in 2014. The decrease in the second quarter of 2015 is primarily due to a decrease in interest expense. The decrease in the first six months of 2015 is primarily due to an increase in net income from unconsolidated investees and a decrease in interest expense.

**Interest Expense**

Interest expense for the second quarter of 2015 was \$27 million, and was comprised of \$26 million of interest expense and \$1 million of non-cash debt issuance amortization expense. Interest expense for the second quarter of 2014 was \$30 million, and was comprised of \$28 million of interest expense, \$1 million of non-cash debt issuance amortization expense, and \$1 million of other bank and investment-related fees.

Interest expense for the first six months of 2015 was \$55 million, and was comprised of \$53 million of interest expense and \$2 million of non-cash debt issuance amortization expense. Interest expense for the first six months of 2014 was \$59 million, and was comprised of \$56 million of interest expense, \$2 million of non-cash debt issuance amortization expense, and \$1 million of other bank and investment-related fees.

See Note 8, "Debt Obligations," to the condensed consolidated financial statements for further discussion of our debt obligations.

**Net Income from Unconsolidated Investees**

Net income from unconsolidated investees increased in the second quarter and first six months of 2015 compared with the same periods in 2014 primarily due to income recognized from our equity method investment in OCC. We were not able to determine what our share of OCC's income was for the year ended December 31, 2014 until the first quarter of 2015, when OCC financial statements were made available to us. As a result, we recorded other income of \$13 million in the first six months of 2015 relating to our share of OCC's income for the year ended December 31, 2014.

See "Equity Method Investments," of Note 6, "Investments," to the condensed consolidated financial statements for further discussion of our investment in OCC.

**Income Tax Matters**

Nasdaq's income tax provision was \$60 million in the second quarter of 2015 and \$64 million in the first six months of 2015 compared with \$61 million in the second quarter of 2014 and \$114 million in the first six months of 2014. The overall effective tax rate was 31% in the second quarter and first six months of 2015 compared with 38% in the second quarter of 2014 and 36% in the first six months of 2014. For further discussion of our income tax matters, see "Income Tax Matters," of Note 2, "Basis of Presentation and Principles of Consolidation."

The effective tax rate may vary from period to period depending on, among other factors, the geographic and business mix of earnings and losses. These same and other factors, including history of pre-tax earnings and losses, are taken into account in assessing the ability to realize deferred tax assets.

In order to recognize and measure our unrecognized tax benefits, management determines whether a tax position is more likely than not to be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. Once it is determined that a position meets the recognition thresholds, the position is measured to determine the amount of benefit to be recognized in the condensed consolidated financial statements. Interest and/or penalties related to income tax matters are recognized in income tax expense.

### **Non-GAAP Financial Measures**

In addition to disclosing results determined in accordance with U.S. GAAP, we also have provided non-GAAP net income attributable to Nasdaq and non-GAAP diluted earnings per share. Management uses this non-GAAP information internally, along with U.S. GAAP information, in evaluating our performance and in making financial and operational decisions.

We believe our presentation of these measures provides investors with greater transparency and supplemental data relating to our financial condition and results of operations. In addition, we believe the presentation of these measures is useful to investors for period-to-period comparison of results as the items described below do not reflect operating performance. These measures are not in accordance with, or an alternative to, U.S. GAAP, and may be different from non-GAAP measures used by other companies. Investors should not rely on any single financial measure when evaluating our business. We recommend investors review the U.S. GAAP financial measures included in this Quarterly Report on Form 10-Q, including our condensed consolidated financial statements and the notes thereto. When viewed in conjunction with our U.S. GAAP results and the accompanying reconciliation, we believe these non-GAAP measures provide greater transparency and a more complete understanding of factors affecting our business than U.S. GAAP measures alone. Our management uses these measures to evaluate operating performance, and management decisions during the reporting period are made by excluding certain items that we believe have less significance on, or do not impact, the day-to-day performance of our business. In addition, since management does not consider intangible asset amortization expense for the purpose of evaluating the performance of the business or its managers or when making decisions to allocate resources, such expenses have been shown as a non-GAAP adjustment.

We understand that analysts and investors regularly rely on non-GAAP financial measures, such as non-GAAP net income and non-GAAP diluted earnings per share, to assess operating performance. We use non-GAAP net income attributable to Nasdaq and non-GAAP diluted earnings per share because they more clearly highlight trends in our business that may not otherwise be apparent when relying solely on U.S. GAAP financial measures, since these measures eliminate from our results specific financial items that have less bearing on our operating performance. Non-GAAP net income attributable to Nasdaq for the periods presented below is calculated by adjusting net income attributable to Nasdaq for charges or gains related to acquisition and divestiture transactions, integration activities related to acquisitions, amortization expense of acquired intangible assets, other significant infrequent charges or gains and their related income tax effects that are not related to our core business. We do not believe these items are representative of our future operating performance since these charges were not consistent with our normal operating performance.

Non-GAAP adjustments for the quarter ended June 30, 2015 primarily related to the following:

(i) restructuring charges of \$2 million. See Note 3, “Restructuring Charges,” to the condensed consolidated financial statements for further discussion, (ii) amortization expense of acquired intangible assets of \$15 million, (iii) merger and strategic initiatives costs of \$3 million primarily related to certain strategic initiatives and our acquisition of DWA, and (iv) adjustment to the income tax provision of \$10 million to reflect these non-GAAP adjustments.

Non-GAAP adjustments for the quarter ended June 30, 2014 primarily related to the following:

(i) special legal expense of \$1 million, (ii) amortization expense of acquired intangible assets of \$18 million, (iii) loss on debt extinguishment of \$9 million, (iv) merger and strategic initiatives costs of \$14 million primarily related to our acquisition of the TR Corporate businesses and other strategic initiatives, and (v) adjustment to the income tax provision of \$12 million to reflect these non-GAAP adjustments.

Non-GAAP adjustments for the six months ended June 30, 2015 primarily related to the following:

(i) other income from OCC equity investment of \$13 million. See “Equity Method Investments,” of Note 6, “Investments,” to the condensed consolidated financial statements for further discussion, (ii) restructuring charges of \$152 million. See Note 3, “Restructuring Charges,” to the condensed consolidated financial statements for further discussion, (iii) special legal expenses of \$31 million. See “Litigation,” of Note 15, “Commitments, Contingencies and Guarantees,” to the condensed consolidated financial statements for further discussion, (iv) amortization expense of acquired intangible assets of \$31 million, (v) reversal of previously recorded VAT receivables no longer deemed collectible of \$12 million, (vi) merger and strategic initiatives costs of \$3 million primarily related to certain strategic initiatives and our acquisition of DWA, and (vii) adjustment to the income tax provision of \$76 million to reflect these non-GAAP adjustments.

Non-GAAP adjustments for the six months ended June 30, 2014 primarily related to the following:

(i) special legal expense of \$2 million, (ii) amortization expense of acquired intangible assets of \$36 million, (iii) loss on debt extinguishment of \$9 million, (iv) merger and strategic initiatives costs of \$42 million primarily related to our acquisition of the TR Corporate businesses and other strategic initiatives, and (v) adjustment to the income tax provision of \$27 million to reflect these non-GAAP adjustments.

The following table represents reconciliations between U.S. GAAP net income and diluted earnings per share and non-GAAP net income and diluted earnings per share:

	Three Months Ended June 30, 2015		Three Months Ended June 30, 2014	
	Net Income	Diluted Earnings Per Share	Net Income	Diluted Earnings Per Share
(in millions, except share and per share amounts)				
<b>U.S. GAAP net income attributable to Nasdaq and diluted earnings per share</b>	\$ 133	\$ 0.77	\$ 101	\$ 0.59
Non-GAAP adjustments:				
Restructuring charges	2	0.01	-	-
Special legal expenses	-	-	1	0.01
Amortization of acquired intangible assets	15	0.09	18	0.10
Extinguishment of debts	-	-	9	0.05
Merger and strategic initiatives	3	0.02	14	0.08
Adjustment to the income tax provision to reflect non-GAAP adjustments	(10)	(0.06)	(12)	(0.07)
Total non-GAAP adjustments, net of tax	10	0.06	30	0.17
<b>Non-GAAP net income attributable to Nasdaq and diluted earnings per share</b>	\$ 143	\$ 0.83	\$ 131	\$ 0.76
Weighted-average common shares outstanding for diluted earnings per share		172,141,653		172,472,636

  

	Six Months Ended June 30, 2015		Six Months Ended June 30, 2014	
	Net Income	Diluted Earnings Per Share	Net Income	Diluted Earnings Per Share
(in millions, except share and per share amounts)				
<b>U.S. GAAP net income attributable to Nasdaq and diluted earnings per share</b>	\$ 142	\$ 0.82	\$ 205	\$ 1.18
Non-GAAP adjustments:				
Income from OCC equity investment	(13)	(0.08)	-	-
Restructuring charges	152	0.88	-	-
Special legal expenses	31	0.18	2	0.01
Amortization of acquired intangible assets	31	0.18	36	0.21
Reversal of value added tax refund	12	0.07	-	-
Extinguishment of debt	-	-	9	0.05
Merger and strategic initiatives	3	0.02	42	0.24
Other	-	-	1	0.01
Adjustment to the income tax provision to reflect non-GAAP adjustments	(76)	(0.44)	(27)	(0.16)
Total non-GAAP adjustments, net of tax	140	0.81	63	0.36
<b>Non-GAAP net income attributable to Nasdaq and diluted earnings per share</b>	\$ 282	\$ 1.63	\$ 268	\$ 1.54
Weighted-average common shares outstanding for diluted earnings per share		172,395,034		173,105,217

In addition to disclosing non-GAAP net income attributable to Nasdaq and non-GAAP diluted earnings per share, we also have provided non-GAAP operating income which is used in the disclosure of foreign currency exchange rate risk. See “Foreign Currency Exchange Rate Risk,” of Item 3. “Quantitative and Qualitative Disclosures About Market Risk,” for further discussion.

### Liquidity and Capital Resources

Historically, we have funded our operating activities and met our commitments through cash generated by operations, augmented by the periodic issuance of our common stock and debt. See Note 8, “Debt Obligations,” to the condensed consolidated financial statements for further discussion of our debt obligations. Currently, our cost and availability of funding remain healthy.

As part of the acquisition of eSpeed, Nasdaq has contingent future obligations to issue 992,247 shares of Nasdaq common stock annually which approximated certain tax benefits associated with the transaction of \$484 million. Such contingent future issuances of Nasdaq common stock will be paid ratably through 2027 if Nasdaq’s total gross revenues equal or exceed \$25 million in each such year. The contingent future issuances of Nasdaq common stock are subject to anti-dilution protections and acceleration upon certain events.



Our 2014 Credit Facility consists of a \$750 million revolving credit commitment (with sublimits for non-dollar borrowings, swingline borrowings and letters of credit). As of June 30, 2015, availability under the revolving credit commitment was \$587 million. See “2014 Credit Facility,” of Note 8, “Debt Obligations,” to the condensed consolidated financial statements for further discussion.

In the near term, we expect that our operations and availability under our revolving credit commitment will provide sufficient cash to fund our operating expenses, capital expenditures, debt repayments, any share repurchases, and any dividends.

Various assets and liabilities, including cash and cash equivalents, receivables, accounts payable and accrued expenses, can fluctuate from month to month. Working capital (calculated as current assets less current liabilities) was \$300 million at June 30, 2015, compared with \$420 million at December 31, 2014, a decrease of \$120 million. Current asset balance changes increased working capital by \$46 million, with increases in default funds and margin deposits and financial investments, at fair value, partially offset by decreases in cash and cash equivalents, receivables, net, and restricted cash. Current liability balance changes decreased working capital by \$166 million, primarily due to increases in default funds and margin deposits, Section 31 fees payable to the SEC, deferred revenue and other current liabilities, partially offset by decreases in accrued personnel costs and deferred tax liabilities.

Principal factors that could affect the availability of our internally-generated funds include:

- deterioration of our revenues in any of our business segments;
- changes in our working capital requirements; and
- an increase in our expenses.

Principal factors that could affect our ability to obtain cash from external sources include:

- operating covenants contained in our credit facility that limit our total borrowing capacity;
- increases in interest rates under our credit facility;
- credit rating downgrades, which could limit our access to additional debt;
- a decrease in the market price of our common stock; and
- volatility in the public debt and equity markets.

The following sections discuss the effects of changes in our financial assets, debt obligations, clearing and broker-dealer net capital requirements, and cash flows on our liquidity and capital resources.

### **Financial Assets**

The following table summarizes our financial assets:

	June 30, 2015	December 31, 2014
	(in millions)	
Cash and cash equivalents	\$ 324	\$ 427
Restricted cash	17	49
Financial investments, at fair value	264	174
Total financial assets	\$ 605	\$ 650

### **Cash and Cash Equivalents and Restricted Cash**

Cash and cash equivalents include cash in banks and all non-restricted highly rated liquid investments with original maturities of 90 days or less at the time of purchase. The balance retained in cash and cash equivalents is a function of anticipated or possible short-term cash needs, prevailing interest rates, our investment policy, and alternative investment choices. As of June 30, 2015, our cash and cash equivalents of \$324 million were primarily invested in bank deposits, money market funds and commercial paper. In the long-term, we may use both internally generated funds and external sources to satisfy our debt obligations and other long-term liabilities. Cash and cash equivalents as of June 30, 2015 decreased \$103 million from December 31, 2014 primarily due to net cash used in investing and financing activities, partially offset by net cash provided by operating activities. See “Cash Flow Analysis” below for further discussion.

As of June 30, 2015 and December 31, 2014, current restricted cash included cash held for regulatory purposes and other requirements and is not available for general use. Current restricted cash was \$17 million as of June 30, 2015 and \$49 million as of December 31, 2014, a decrease of \$32 million. The decrease is primarily due to lower restricted cash requirements in our Nordic and Baltic operations. Current restricted cash is classified as restricted cash in the Condensed Consolidated Balance Sheets.

### ***Repatriation of Cash***

Our cash and cash equivalents held outside of the U.S. in various foreign subsidiaries totaled \$107 million as of June 30, 2015 and \$83 million as of December 31, 2014. The remaining balance held in the U.S. totaled \$217 million as of June 30, 2015 and \$344 million as of December 31, 2014.

Unremitted earnings of subsidiaries outside of the U.S. are used to finance our international operations and are generally considered to be indefinitely reinvested. It is not our current intent to change this position. However, the majority of cash held outside the U.S. is available for repatriation, but under current law, could subject us to additional U.S. income taxes, less applicable foreign tax credits.

#### *Share Repurchase Program*

See “Share Repurchase Program,” of Note 11, “Nasdaq Stockholders’ Equity,” to the condensed consolidated financial statements for further discussion of our share repurchase program.

#### *Cash Dividends on Common Stock*

In June 2015, we paid a quarterly cash dividend of \$0.25 per share on our outstanding common stock, and in March 2015, we paid a quarterly cash dividend of \$0.15 per share on our outstanding common stock. See “Cash Dividends on Common Stock,” of Note 11, “Nasdaq Stockholders’ Equity,” to the condensed consolidated financial statements for further discussion of the dividends.

#### Financial Investments, at Fair Value

Our financial investments, at fair value totaled \$264 million as of June 30, 2015 and \$174 million as of December 31, 2014 and are primarily comprised of trading securities, mainly highly rated European government debt securities. Of these securities, \$158 million as of June 30, 2015 and \$159 million as of December 31, 2014 are assets utilized to meet regulatory capital requirements primarily for clearing operations at Nasdaq Nordic Clearing. In addition, we held available-for-sale investment securities in short-term commercial paper at June 30, 2015. See Note 6, “Investments,” to the condensed consolidated financial statements for further discussion of our trading and available-for-sale investment securities.

#### **Debt Obligations**

The following table summarizes our debt obligations by contractual maturity:

	<u>Maturity Date</u>	<u>June 30, 2015</u>	<u>December 31, 2014</u>
		(in millions)	
5.25% senior unsecured notes <sup>(1)</sup>	January 2018	\$ 368	\$ 368
\$750 million revolving credit commitment <sup>(2)</sup>	November 2019	160	119
5.55% senior unsecured notes <sup>(1)</sup>	January 2020	596	596
3.875% senior unsecured notes <sup>(1)</sup>	June 2021	662	720
4.25% senior unsecured notes <sup>(1)</sup>	June 2024	495	494
Total long-term debt obligations		<u>\$ 2,281</u>	<u>\$ 2,297</u>

<sup>(1)</sup> Net of unamortized debt discount and debt issuance costs.

<sup>(2)</sup> Net of unamortized debt issuance costs.

In addition to the \$750 million revolving credit commitment due November 2019, we also have other credit facilities related to our Nordic clearing operations in order to provide further liquidity and for default protection. At June 30, 2015, these credit facilities, which are available in multiple currencies, primarily Swedish Krona, totaled \$206 million in available liquidity, none of which was utilized. At December 31, 2014, these credit facilities, which are available in multiple currencies, primarily Swedish Krona, totaled \$236 million (\$197 million in available liquidity and \$39 million for default protection), of which \$7 million was utilized.

At June 30, 2015, we were in compliance with the covenants of all of our debt obligations.

See Note 8, “Debt Obligations,” to the condensed consolidated financial statements for further discussion of our debt obligations.

#### **Clearing and Broker-Dealer Net Capital Requirements**

##### Clearing Operations Regulatory Capital Requirements

We are required to maintain minimum levels of regulatory capital for the clearing operations of Nasdaq Nordic Clearing. The level of regulatory capital required to be maintained is dependent upon many factors, including market conditions and creditworthiness of the counterparty. At June 30, 2015, our required regulatory capital consisted of \$158 million of highly rated European government debt securities that are included in financial investments, at fair value in the Condensed Consolidated Balance Sheets.

##### Broker-Dealer Net Capital Requirements

Our operating broker-dealer subsidiaries, Nasdaq Execution Services, Execution Access and NPM Securities, LLC are subject to regulatory requirements intended to ensure their general financial soundness and liquidity. These requirements obligate these

subsidiaries to comply with minimum net capital requirements. At June 30, 2015, Nasdaq Execution Services was required to maintain minimum net capital of \$0.3 million and had total net capital of approximately \$8.7 million, or \$8.4 million in excess of the minimum amount required. At June 30, 2015, Execution Access was required to maintain minimum net capital of \$0.6 million and had total net capital of \$39.3 million, or \$38.7 million in excess of the minimum amount required. At June 30, 2015, NPM Securities had total net capital of \$0.3 million. The minimum net capital required was immaterial.

Other Capital Requirements

Nasdaq Execution Services also is required to maintain a \$2 million minimum level of net capital under our clearing arrangement with OCC.

**Cash Flow Analysis**

The following tables summarize the changes in cash flows:

	<u>Six Months Ended June 30,</u>		<u>Percentage Change</u>
	<u>2015</u>	<u>2014</u>	
	(in millions)		
Net cash provided by (used in):			
Operating activities	\$ 406	\$ 383	6.0%
Investing activities	(418)	(94)	#
Financing activities	(88)	(373)	(76.4)%
Effect of exchange rate changes on cash and cash equivalents	(3)	-	#
Net decrease in cash and cash equivalents	(103)	(84)	22.6%
Cash and cash equivalents at the beginning of period	427	398	7.3%
Cash and cash equivalents at the end of period	\$ 324	\$ 314	3.2%

# Denotes a variance greater than or equal to 100.0%.

Net Cash Provided by Operating Activities

The following items impacted our net cash provided by operating activities for the six months ended June 30, 2015:

- Net income of \$141 million, plus:
    - Adjustments to reconcile net income to net cash provided by operating activities of \$158 million comprised primarily of \$134 million in non-cash restructuring charges, \$67 million of depreciation and amortization expense, and \$32 million of share-based compensation expense, partially offset by deferred income taxes of \$64 million and net income from unconsolidated investees of \$15 million.
  - Increase in deferred revenue of \$58 million mainly due to Listing Services' annual billings.
  - Decrease in accounts receivable, net of \$54 million primarily due to the timing of collections and activity.
  - Increase in Section 31 fees payable to the SEC of \$23 million primarily due to timing of payments, which are made twice a year in September and March.
  - Decrease in other assets of \$13 million primarily reflecting lower restricted cash requirements in our Nordic and Baltic operations.
- Partially offset by a:
- Decrease in accrued personnel costs of \$45 million primarily due to the payment of our 2014 incentive compensation in the first quarter of 2015, partially offset by the 2015 accrual.

The following items impacted our net cash provided by operating activities for the six months ended June 30, 2014:

- Net income of \$205 million, plus:
    - Adjustments to reconcile net income to net cash provided by operating activities of \$110 million comprised primarily of \$69 million of depreciation and amortization expense, \$30 million of share-based compensation expense and \$20 million of non-cash merger and strategic initiatives expense, partially offset by deferred income taxes of \$21 million.
  - Increase in deferred revenue of \$99 million mainly due to Listing Services' annual billings.
  - Increase in Section 31 fees payable to the SEC of \$72 million primarily due to timing of payments, which are made twice a year in September and March, partially offset by higher dollar value traded on Nasdaq's trading systems.
- Partially offset by a:



## Off-Balance Sheet Arrangements

For discussion of off-balance sheet arrangements see:

· Note 14, “Clearing Operations,” to the condensed consolidated financial statements for further discussion of our non-cash default fund contributions and margin deposits received for clearing operations; and

· Note 15, “Commitments, Contingencies and Guarantees,” to the condensed consolidated financial statements for further discussion of:

- Guarantees issued and credit facilities available;
- Lease commitments;
- Other guarantees;
- Non-cash contingent consideration;
- OCC;
- Routing brokerage activities;
- Litigation; and
- Tax audits.

## Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk represents the potential for losses that may result from changes in the market value of a financial instrument due to changes in market conditions. As a result of our operating, investing and financing activities, we are exposed to market risks such as interest rate risk and foreign currency exchange rate risk. We are also exposed to credit risk as a result of our normal business activities.

We have implemented policies and procedures to measure, manage, monitor and report risk exposures, which are reviewed regularly by management and the board of directors. We identify risk exposures and monitor and manage such risks on a daily basis.

We perform sensitivity analyses to determine the effects of market risk exposures. We may use derivative instruments solely to hedge financial risks related to our financial positions or risks that are incurred during the normal course of business. We do not use derivative instruments for speculative purposes.

### **Interest Rate Risk**

We are subject to the risk of fluctuating interest rates in the normal course of business. Our exposure to market risk for changes in interest rates relates primarily to our debt and financial investments which are discussed below.

#### Investments

As of June 30, 2015, our investment portfolio was primarily comprised of trading securities, mainly highly rated European government debt securities, which pay a fixed rate of interest. These securities are subject to interest rate risk and will decrease in value if market interest rates increase. If market interest rates were to increase immediately and uniformly by 100 basis points from levels as of June 30, 2015, the fair value of this portfolio would have declined by \$5 million.

#### Debt

As of June 30, 2015, substantially all of our debt obligations are fixed-rate obligations. While changes in interest rates will have no impact on the interest we pay on fixed-rate obligations, we are exposed to changes in interest rates as a result of borrowings under our \$750 million revolving credit commitment, as the interest rate on this facility has a variable interest rate. As of June 30, 2015, the principal amount outstanding under this facility was \$163 million. A hypothetical 100 basis points increase in interest rates on this facility would increase interest expense by approximately \$2 million based on borrowings as of June 30, 2015.

### **Foreign Currency Exchange Rate Risk**

As a leading global exchange group, we are subject to foreign currency transaction risk.

The table below sets forth our primary exposure to foreign currency denominated revenues less transaction-based expenses and operating income for the three and six months ended June 30, 2015. Due to our restructuring charges and other non-GAAP charges discussed below, we have also provided operating income and percentage of operating income on a non-GAAP basis for the three and six months ended June 30, 2015 as a majority of these charges were recorded in currencies other than the U.S. dollar, primarily the Swedish Krona.

Management uses non-GAAP measures to evaluate operating performance, and management decisions during the reporting period are made by excluding certain items that we believe have less significance on, or do not impact, the day-to-day performance of our business. Since the charges discussed below had a material impact on our non-U.S. operating results for the three and six months

ended June 30, 2015, we believe that non-GAAP operating income results better reflect our on-going exposure to foreign currency exchange rate risk. For further discussion of our non-GAAP financial measures, see “Non-GAAP Financial Measures,” of “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

Non-GAAP adjustments for the quarter ended June 30, 2015 related to the following:

- restructuring charges of \$2 million - for further discussion, see Note 3, “Restructuring Charges,” to the condensed consolidated financial statements;
- merger and strategic initiatives costs of \$3 million primarily related to certain strategic initiatives and our acquisition of DWA; and
- amortization expense of acquired intangible assets of \$15 million. Since management does not consider intangible asset amortization expense for the purpose of evaluating the performance of the business or its managers or when making decisions to allocate resources, such expenses have been shown as a non-GAAP adjustment.

Non-GAAP adjustments for the six months ended June 30, 2015 related to the following:

- restructuring charges of \$152 million - for further discussion, see Note 3, “Restructuring Charges,” to the condensed consolidated financial statements;
- merger and strategic initiatives costs of \$3 million primarily related to certain strategic initiatives and our acquisition of DWA;
- a loss reserve of \$31 million relating to certain legal proceedings - for further discussion, see “Litigation,” of Note 15, “Commitments, Contingencies and Guarantees,” to the condensed consolidated financial statements;
- amortization expense of acquired intangible assets of \$31 million. Since management does not consider intangible asset amortization expense for the purpose of evaluating the performance of the business or its managers or when making decisions to allocate resources, such expenses have been shown as a non-GAAP adjustment; and
- reversal of previously recorded VAT receivables no longer deemed collectible of \$12 million. See “Other Tax Matter,” of Note 2, “Basis of Presentation and Principles of Consolidation,” to the condensed consolidated financial statements for further discussion of the VAT receivables.

Our primary exposure to foreign currency denominated revenues less transaction-based expenses, operating income, and non-GAAP operating income for the three and six months ended June 30, 2015 is presented in the following table:

	Euro	Swedish Krona	Other Foreign Currencies	U.S. Dollar	Total
	(in millions, except currency rate)				
<b>Three months ended June 30, 2015</b>					
Average foreign currency rate to the U.S. dollar	1.1066	0.1189	#	N/A	N/A
Percentage of revenues less transaction-based expenses	10.5%	8.4%	4.4%	76.7%	100.0%
Percentage of operating income	15.2%	1.4%	(7.8)%	91.2%	100.0%
Impact of a 10% adverse currency fluctuation on revenues less transaction-based expenses	\$ (6)	\$ (4)	\$ (2)	\$ -	\$ (12)
Impact of a 10% adverse currency fluctuation on operating income	\$ (3)	\$ -	\$ (2)	\$ -	\$ (5)
<b>Reconciliation between U.S. GAAP operating income and non-GAAP operating income:</b>					
Operating income (loss)	\$ 33	\$ 3	\$ (17)	\$ 198	\$ 217
Non-GAAP adjustments:					
Restructuring charges	3	1	2	(4)	2
Merger and strategic initiatives	-	-	-	3	3
Amortization of acquired intangible assets	-	3	2	10	15
Non-GAAP operating income (loss)	<u>\$ 36</u>	<u>\$ 7</u>	<u>\$ (13)</u>	<u>\$ 207</u>	<u>\$ 237</u>
Percentage of non-GAAP operating income	15.2%	3.0%	(5.5)%	87.3%	100.0%
Impact of a 10% adverse currency fluctuation on non-GAAP operating income	\$ (4)	\$ (1)	\$ (1)	\$ -	\$ (6)

	Euro	Swedish Krona	Other Foreign Currencies	U.S. Dollar	Total
(in millions, except currency rate)					
<b>Six months ended June 30, 2015</b>					
Average foreign currency rate to the U.S. dollar	1.1161	0.1194	#	N/A	N/A
Percentage of revenues less transaction-based expenses	10.6%	8.6%	4.3%	76.5%	100.0%
Percentage of operating income	28.7%	(55.7)%	(13.1)%	140.1%	100.0%
Impact of a 10% adverse currency fluctuation on revenues less transaction-based expenses	\$ (11)	\$ (9)	\$ (4)	\$ -	\$ (24)
Impact of a 10% adverse currency fluctuation on operating income	\$ (7)	\$ (14)	\$ (3)	\$ -	\$ (24)
<b>Reconciliation between U.S. GAAP operating income and non-GAAP operating income:</b>					
Operating income (loss)	\$ 70	\$ (136)	\$ (32)	\$ 342	\$ 244
Non-GAAP adjustments:					
Restructuring charges	5	129	4	14	152
Merger and strategic initiatives	-	-	-	3	3
Special legal expenses	-	-	-	31	31
Amortization of acquired intangible assets	1	6	4	20	31
Reversal of value added tax refund	-	12	-	-	12
Non-GAAP operating income (loss)	\$ 76	\$ 11	\$ (24)	\$ 410	\$ 473
Percentage of non-GAAP operating income	16.1%	2.3%	(5.1)%	86.7%	100.0%
Impact of a 10% adverse currency fluctuation on non-GAAP operating income	\$ (8)	\$ (1)	\$ (2)	\$ -	\$ (11)

# Represents multiple foreign currency rates.

N/A Not applicable.

Our investments in foreign subsidiaries are exposed to volatility in currency exchange rates through translation of the foreign subsidiaries' net assets or equity to U.S. dollars. Substantially all of our foreign subsidiaries operate in functional currencies other than the U.S. dollar. Fluctuations in currency exchange rates may create volatility in our results of operations as we are required to translate the balance sheets and operational results of these foreign currency denominated subsidiaries into U.S. dollars for consolidated reporting. The translation of foreign subsidiaries' non-U.S. dollar balance sheets into U.S. dollars for consolidated reporting results in a cumulative translation adjustment which is recorded in accumulated other comprehensive loss within stockholders' equity in the Condensed Consolidated Balance Sheets.

Our primary exposure to net assets in foreign currencies as of June 30, 2015 is presented in the following table:

	Net Assets	Impact of a 10% Adverse Currency Fluctuation
(in millions)		
Swedish Krona <sup>(1)</sup>	\$ 3,376	\$ (338)
Norwegian Krone	201	(20)
British Pound	149	(15)
Euro	143	(14)
Australian Dollar	82	(8)

<sup>(1)</sup> Includes goodwill of \$2,639 million and intangible assets, net of \$663 million.

## **Credit Risk**

Credit risk is the potential loss due to the default or deterioration in credit quality of customers or counterparties. We are exposed to credit risk from third parties, including customers, counterparties and clearing agents. These parties may default on their obligations to us due to bankruptcy, lack of liquidity, operational failure or other reasons. We limit our exposure to credit risk by rigorously evaluating the counterparties with which we make investments and execute agreements. The financial investment portfolio objective is to invest in securities to preserve principal while maximizing yields, without significantly increasing risk. Credit risk associated with investments is minimized substantially by ensuring that these financial assets are placed with governments which have investment grade ratings, well-capitalized financial institutions and other creditworthy counterparties.

Our subsidiary Nasdaq Execution Services may be exposed to credit risk, due to the default of trading counterparties, in connection with the routing services it provides for our trading customers. System trades in cash equities routed to other market centers for members of our cash equity exchanges are routed by Nasdaq Execution Services for clearing to the National Securities Clearing Corporation, or NSCC. In this function, Nasdaq Execution Services is to be neutral by the end of the trading day, but may be exposed to intraday risk if a trade extends beyond the trading day and into the next day, thereby leaving Nasdaq Execution Services susceptible to counterparty risk in the period between accepting the trade and routing it to the clearinghouse. In this interim period, Nasdaq Execution Services is not novating like a clearing broker but instead is subject to the short-term risk of counterparty failure before the clearinghouse enters the transaction. Once the clearinghouse officially accepts the trade for novation, Nasdaq Execution Services is legally removed from trade execution risk. However, Nasdaq has membership obligations to NSCC independent of Nasdaq Execution Services' arrangements.

Pursuant to the rules of the NSCC and Nasdaq Execution Services' clearing agreement, Nasdaq Execution Services is liable for any losses incurred due to a counterparty or a clearing agent's failure to satisfy its contractual obligations, either by making payment or delivering securities. Adverse movements in the prices of securities that are subject to these transactions can increase our credit risk. However, we believe that the risk of material loss is limited, as Nasdaq Execution Services' customers are not permitted to trade on margin and NSCC rules limit counterparty risk on self-cleared transactions by establishing credit limits and capital deposit requirements for all brokers that clear with NSCC. Historically, Nasdaq Execution Services has never incurred a liability due to a customer's failure to satisfy its contractual obligations as counterparty to a system trade. Credit difficulties or insolvency, or the perceived possibility of credit difficulties or insolvency, of one or more larger or visible market participants could also result in market-wide credit difficulties or other market disruptions.

Execution Access is an introducing broker which operates the eSpeed trading platform for U.S. Treasury securities. Execution Access has a clearing arrangement with Cantor Fitzgerald. As of June 30, 2015, we have contributed \$25 million of clearing deposits to Cantor Fitzgerald in connection with this clearing arrangement. These deposits are recorded in other current assets in our Condensed Consolidated Balance Sheets. Some of the trading activity in Execution Access is cleared by Cantor Fitzgerald through the Fixed Income Clearing Corporation. Execution Access assumes the counterparty risk of clients that do not clear through the Fixed Income Clearing Corporation. Counterparty risk of clients exists for Execution Access between the trade date and settlement date of the individual transactions, which is one business day. All of Execution Access' obligations under the clearing arrangement with Cantor Fitzgerald are guaranteed by Nasdaq. Counterparties that do not clear through the Fixed Income Clearing Corporation are required to post collateral, provide principal letters, or provide other forms of credit enhancement to Execution Access for the purpose of mitigating counterparty risk.

We are exposed to credit risk through our clearing operations with Nasdaq Nordic Clearing. See "Default Fund Contributions," and "Margin Deposits," of Note 14, "Clearing Operations," to the condensed consolidated financial statements for further discussion.

We also have credit risk related to transaction and subscription-based revenues that are billed to customers on a monthly or quarterly basis, in arrears. Our potential exposure to credit losses on these transactions is represented by the receivable balances in our Condensed Consolidated Balance Sheets. On an ongoing basis, we review and evaluate changes in the status of our counterparties' creditworthiness.

Credit losses such as those described above could adversely affect our condensed consolidated financial position and results of operations.

### **Item 4. Controls and Procedures.**

(a) **Disclosure controls and procedures.** Nasdaq's management, with the participation of Nasdaq's Chief Executive Officer and Chief Financial Officer and Executive Vice President, Corporate Strategy, has evaluated the effectiveness of Nasdaq's disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, Nasdaq's Chief Executive Officer and Chief Financial Officer and Executive Vice President, Corporate Strategy have concluded that, as of the end of such period, Nasdaq's disclosure controls and procedures are effective.



(b) **Internal control over financial reporting.** There have been no changes in Nasdaq's internal control over financial reporting (as defined in Rule 13a-15(f) and Rule 15d-15(f) under the Exchange Act) that occurred during the quarter ended June 30, 2015 that have materially affected, or are reasonably likely to materially affect, Nasdaq's internal control over financial reporting.

## PART II—OTHER INFORMATION

### Item 1. Legal Proceedings.

As previously disclosed, we became a party to several legal and regulatory proceedings in 2012, 2013, and 2014 relating to the Facebook IPO that occurred on May 18, 2012.

As described in our Annual Report on Form 10-K for the year ended December 31, 2012, we are named as a defendant in a consolidated matter captioned *In re Facebook, Inc., IPO Securities and Derivative Litigation*, MDL No. 2389 (S.D.N.Y.). On May 22, 2015, the parties executed a stipulation of settlement, and on June 25, 2015, the court entered an order preliminarily approving the settlement, which remains subject to final court approval.

In our Quarterly Report on Form 10-Q for the period ended March 31, 2013, we identified a demand for arbitration from a member organization seeking indemnification for alleged losses associated with the Facebook IPO. In April 2015, we reached an agreement to settle the claims asserted by the member organization.

We have established a reserve of \$31 million to cover the costs of these settlements. We anticipate that some or all of the amounts paid from the loss reserve will be reimbursed by applicable insurance coverage.

We also are named as one of many defendants in *City of Providence v. BATS Global Markets, Inc., et al.*, 14 Civ. 2811 (S.D.N.Y.), which was filed on April 18, 2014 in the United States District Court for the Southern District of New York. The district court appointed lead counsel, who filed an amended complaint on September 2, 2014. The amended complaint names as defendants seven national exchanges, as well as Barclays PLC, which operated a private alternative trading system. On behalf of a putative class of securities traders, the plaintiffs allege that the defendants engaged in a scheme to manipulate the markets through high-frequency trading; the amended complaint asserts claims against us under Section 10(b) of the Exchange Act, and Rule 10b-5, as well as under Section 6(b) of the Exchange Act. We filed a motion to dismiss the amended complaint on November 3, 2014. In response, the plaintiffs filed a second amended complaint on November 24, 2014, which names the same defendants and alleges essentially the same violations. We then filed a motion to dismiss the second amended complaint on January 23, 2015. The plaintiffs filed an opposition to our motion to dismiss on March 24, 2015, and we filed a reply brief on May 8, 2015. On January 12, 2015, the court consolidated this case in a multi-district litigation proceeding under the heading *In re Barclays Liquidity Cross and High Frequency Trading Litigation*, 14-md-02589 (S.D.N.Y.). The consolidated cases bring claims against Barclays PLC and Barclays Capital alleging that certain marketing materials about Barclays LX contained false or misleading statements. Although the Providence matter has been consolidated with the Barclays matter, separate motions to dismiss have been filed and argued for each case. Given the preliminary nature of the proceedings, we are unable to estimate what, if any, liability may result from this litigation. However, we believe the claims to be without merit and intend to litigate them vigorously.

In addition, we are named as one of many exchange defendants in *Lanier v. BATS Exchange Inc., et al.*, 14 Civ. 3745 (S.D.N.Y.), *Lanier v. BATS Exchange Inc., et al.*, 14 Civ. 3865 (S.D.N.Y.), and *Lanier v. Bats Exchange Inc.*, 14 Civ. 3866 (S.D.N.Y.), which were filed between May 23, 2014 and May 30, 2014 in the United States District Court for the Southern District of New York. The plaintiff is the same in each of these cases, and the three complaints contain substantially similar allegations. On behalf of a putative class of subscribers for market data provided by national exchanges, the plaintiff alleges that the exchanges provided data more quickly to certain market participants than to others, supposedly in breach of the exchanges' plans for dissemination of market data and subscriber agreements executed under those plans. The complaint asserts contractual theories under state law based on these alleged breaches. On September 29, 2014, we filed a motion to dismiss the complaints. The court heard oral argument on the motion on January 16, 2015. On April 28, 2015, the district court entered an order dismissing the complaints with prejudice, concluding that they are foreclosed by the Exchange Act and in any event do not state a claim under the contracts. The plaintiff has appealed the judgment of dismissal to the United States Court of Appeals for the Second Circuit. Given the preliminary nature of the proceedings, and particularly the fact that the complaints have been dismissed, we are unable to estimate what, if any, liability may result from this litigation. However, we believe (as the district court concluded) that the claims are without merit and intend to litigate the appeal vigorously.

As reported in our Quarterly Report on Form 10-Q for the period ended March 31, 2015, we are a defendant in a putative class action, *Rabin v. NASDAQ OMX PHLX LLC, et al.*, No. 15-551 (E.D. Pa.). We intend to file a motion to dismiss the complaint. We believe the claims to be without merit and intend to litigate them vigorously.

Except as disclosed above and in prior reports filed under the Exchange Act, we are not currently a party to any litigation or proceeding that we believe could have a material adverse effect on our business, consolidated financial condition, or operating results. However, from time to time, we have been threatened with, or named as a defendant in, lawsuits or involved in regulatory proceedings.

**Item 1A. Risk Factors.**

In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the factors discussed under “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 as filed with the SEC on February 17, 2015 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, as filed with the SEC on May 6, 2015. These risks could materially and adversely affect our business, financial condition and results of operations. The risks and uncertainties in our Form 10-K and Form 10-Q are not the only ones facing us. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

**Share Repurchase Program**

See “Share Repurchase Program,” of Note 11, “Nasdaq Stockholders’ Equity,” to the condensed consolidated financial statements for further discussion of our share repurchase program.

**Employee Transactions**

In addition to our share repurchase program, during the quarter ended June 30, 2015, we also purchased shares from employees in connection with the settlement of income tax and related benefit withholding obligations arising from the vesting of restricted stock grants.

The table below represents repurchases made by or on behalf of us or any “affiliated purchaser” of our common stock during the quarter ended June 30, 2015.

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid Per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in millions)
<b>April 2015</b>				
Share repurchase program	345,610	\$ 49.81	345,610	\$ 490
Employee transactions	4,975	\$ 50.45	N/A	N/A
<b>May 2015</b>				
Share repurchase program	130,000	\$ 50.46	130,000	\$ 483
Employee transactions	37,263	\$ 51.28	N/A	N/A
<b>June 2015</b>				
Share repurchase program	18,000	\$ 52.09	18,000	\$ 482
Employee transactions	28,054	\$ 50.60	N/A	N/A
<b>Total Quarter Ended June 30, 2015</b>				
Share repurchase program	493,610	\$ 50.06	493,610	\$ 482
Employee transactions	70,292	\$ 50.95	N/A	N/A

**Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

Not applicable.

**Item 6. Exhibits.**

The exhibits required by this item are listed on the Exhibit Index.

**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 thereunto duly authorized.

The NASDAQ OMX Group, Inc.  
(Registrant)

Date: August 6, 2015

By: \_\_\_\_\_ /s/ Robert Greifeld  
Name: **Robert Greifeld**  
Title: **Chief Executive Officer**

Date: August 6, 2015

By: \_\_\_\_\_ /s/ Lee Shavel  
Name: **Lee Shavel**  
Title: **Chief Financial Officer and Executive Vice President, Corporate Strategy**

**Exhibit Index**

<u>Exhibit Number</u>	
10.1	Form of Nasdaq Restricted Stock Unit Award Certificate (directors).*
10.2	The NASDAQ OMX Group, Inc. Executive Corporate Incentive Plan, effective as of January 1, 2015 (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on May 11, 2015).*
11	Statement regarding computation of per share earnings (incorporated herein by reference from Note 12 to the condensed consolidated financial statements under Part I, Item 1 of this Form 10-Q).
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley”).
31.2	Certification of Chief Financial Officer and Executive Vice President, Corporate Strategy pursuant to Section 302 of Sarbanes-Oxley.
32.1	Certifications Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley.
101.INS	XBRL Instance Document**
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

\* Management contract or compensatory plan or arrangement.

\*\* The following materials from The NASDAQ OMX Group, Inc. Quarterly Report on Form 10-Q for the three and six months ended June 30, 2015 are formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets at June 30, 2015 and December 31, 2014; (ii) Condensed Consolidated Statements of Income for the three and six months ended June 30, 2015 and 2014; (iii) Condensed Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2015 and 2014; (iv) Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2015 and 2014; and (v) notes to condensed consolidated financial statements.

**THE NASDAQ OMX GROUP, INC.  
RESTRICTED STOCK UNIT AWARD CERTIFICATE**

Award Date: <b>[DATE]</b>	Number of Restricted Stock Units: <b>[NUMBER]</b>
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THIS CERTIFIES THAT The NASDAQ OMX Group, Inc. (the “Company”) has on the Award Date specified above granted to

**[NAME]**

(the “Director”) an award (the “Award”) to receive the number of Restricted Stock Units (the “RSUs” or “Restricted Stock Units”) indicated in the box above labeled “Number of Restricted Stock Units,” each RSU representing the right to receive one share of the Company’s common stock, \$.01 per value per share (the “Common Stock”), subject to certain restrictions and on the terms and conditions contained in this award certificate (the “Award Certificate”) and The NASDAQ OMX Group, Inc. Amended and Restated Equity Incentive Plan (the “Plan”). Capitalized terms not otherwise defined have the meanings set forth in the Plan. A copy of the Plan is available from Human Resources, and is also available on the Company’s website.

\* \* \*

1. Rights of the Director with Respect to the Restricted Stock Units.

(a) Prior to vesting of the Restricted Stock Units pursuant to Section 2, (i) the Director shall not be treated as a shareholder as to Shares issuable to the Director with respect to such Restricted Stock Units, and shall only have a contractual right to receive such Shares following such vesting, unsecured by any assets of the Company or its Subsidiaries; (ii) the Director shall not be permitted to vote the Restricted Stock Units or the Shares issuable with respect to such Restricted Stock Units; and (iii) the Director’s right to receive such Shares following vesting of the Restricted Stock Units shall be subject to the adjustment provisions set forth in Section 13 of the Plan. The Restricted Stock Units shall be subject to all of the restrictions hereinafter set forth.

(b) At the sole discretion of the Committee, the Director shall be permitted to receive cash payments equal to the dividends and distributions paid on Shares (other than dividends or distributions of securities of the Company which may be issued with respect to Shares by virtue of any stock split, combination, stock dividend or recapitalization) to the same extent as if each Restricted Stock Unit was a Share, and those Shares were not subject to the restrictions imposed by this Award Certificate and the Plan; provided, however, that no dividends or distributions shall be payable to or for the benefit of the Director with respect to record dates for such dividends or distributions occurring on or after the date, if any, on which the Director has forfeited the Restricted Stock Units.

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2. Vesting.

(a) Except as otherwise provided under this Award Certificate, and contingent upon the Director's continued service, the Restricted Stock Units shall vest in accordance with the following vesting schedule: 100% of the Restricted Stock Units shall vest on the first anniversary of the Award Date (specified above) (the "Final Vesting Date").

3. Termination of Service.

(a) If the Company terminates the Director's service on the Board on account of "Misconduct" (as such term is defined below), all Restricted Stock Units which have not as of the date of such termination become vested shall be deemed canceled and forfeited on the effective date of such termination without further consideration to the Director.

(b) If the Director's service on the Board terminates by reason of death or "Disability" (as such term is defined below), all Restricted Stock Units shall become vested on the date of such termination.

(c) If the Director's service on the Board terminates by reason of the expiration of his "Term" (as such term is defined below) prior to the date his Restricted Stock Units would otherwise vest pursuant to Section 2 hereof, all Restricted Stock Units shall become vested Restricted Stock Units.

(d) If the Director's service on the Board terminates for any reason other than those set forth in Sections (a) through (c) of this Section 3, all Restricted Stock Units which have not as of the date of such termination become vested shall be deemed canceled and forfeited on the effective date of such termination without further consideration to the Director.

(e) For purposes of this Award Certificate the terms "Misconduct," "Disability," and "Term" shall have meanings set forth in this Section 3(e):

- (i) "Misconduct" means the Director's conviction of, or pleading *nolo contendere* to a felony or to any crime, whether a felony or misdemeanor, involving the purchase or sale of any security, mail or wire fraud, theft or embezzlement of Company property or a material breach of the Director's fiduciary duty to the Company or its shareholders.
- (ii) "Disability" means the Director's physical or mental incapacity for a period of 45 consecutive working days or 60 days in a six (6) month period which makes the Director unable to perform his duties to the Company. Any question as to the existence of the Disability of the Director shall be determined by a qualified physician selected by the Company.
- (iii) "Term" shall mean each term of service on the Board commencing on the Director's election or most recent re-election to the Board and ending on the first anniversary thereafter unless the Director was elected for a longer or shorter period, in which event the longer or shorter period shall be the

Term; provided, however, that the Term shall be deemed to include any automatic renewal thereof.

4. Issuance of Shares. Following the applicable vesting date with respect to the Restricted Stock Units, and subject to the terms and conditions of the Plan, the Company will issue Shares with respect to such vested Restricted Stock Units, net of any Shares withheld by the Company to satisfy the payment of taxes as described in Section 7 herein. Such issuance shall take place as soon as practicable following the applicable vesting date (but in no event later than 60 days following the applicable vesting date described in Section 2 above). The Shares issued in respect of the Restricted Stock Units shall be subject to such stop transfer orders and other restrictions as the Committee may determine is required by the rules, regulations, and other requirements of the Securities and Exchange Commission, The Nasdaq Stock Market, any applicable federal, state or local laws and the Company's Certificate of Incorporation and By-Laws, and the Committee may cause a legend or legends to be put on such Shares to make appropriate reference to such restrictions. The Company may make delivery of Shares in settlement of Restricted Stock Units by either (A) delivering certificates representing such Shares to the Director, registered in the name of the Director, or (B) by depositing such Shares into a stock brokerage account maintained for the Director. The Company will not deliver any fractional shares of Common Stock but will instead round down to the next full number the amount of shares of Common Stock to be delivered.

Notwithstanding anything in this Section 4 to the contrary, the Company may, in its sole discretion, settle the RSUs in the form of a cash payment to the extent settlement in Shares is prohibited under local law, or would require the Director, the Company and/or a Subsidiary to obtain the approval of any governmental and/or regulatory body in the Director's country of residence (and country of employment, if different). Alternatively, the Company may, in its sole discretion, settle the RSUs in the form of Shares but require the Director to immediately sell such Shares (in which case, the Award Certificate shall give the Company the authority to issue sales instructions on behalf of the Director).

5. No Right to Continued Service. Neither the Plan nor this Award Certificate shall confer on the Director any right to be retained, in any position, as an employee, consultant or director of the Company.

6. Transferability.

(a) At any time prior to becoming vested, the Restricted Stock Units are not transferable and may not be sold, assigned, transferred, disposed of, pledged or otherwise encumbered by the Director, other than by will or the laws of descent and distribution. Upon such transfer (by will or the laws of descent and distribution), such transferee in interest shall take the rights granted herein subject to all the terms and conditions hereof.

(b) Subject to Section 6(a) hereof, in order to comply with any applicable securities laws, the Shares issued to the Director with respect to vested Restricted Stock Units may only be sold by the Director following registration of such Shares under the U.S. Securities Act of 1933, as amended, or pursuant to an exemption therefrom.

(c) Following settlement and issuance of Shares, in the event the Company permits the Director to arrange for sale of Shares through a broker or another designated agent of the Company, Director acknowledges and agrees that the Company may block any such sale and/or cancel any order to sell placed by the Director, in each case if the Director is not then permitted under the Company's insider trading policy to engage in transactions with respect to securities of the Company. If the Committee determines that the ability of the Director to sell or transfer Shares is restricted, then the Company may notify the Director in accordance with Section 13 of this Award Certificate. The Director may only sell such Shares in compliance with such notification from the Company.

7. Withholding.

(a) In order to comply with all applicable federal, state and local tax laws or regulations, the Company may take such actions as it deems appropriate to ensure that all applicable federal, state and local payroll, withholding, income or other taxes are withheld or collected from the Director.

(b) In accordance with the terms of the Plan, and such rules as may be adopted by the Committee under the Plan, the Director may elect to satisfy the Director's federal, state and local tax withholding obligations arising from the receipt of, the vesting of or the lapse of restrictions relating to, the RSUs, by (i) delivering cash, check or money order payable to the Company, (ii) delivering to the Company other Common Stock, (iii) having the Company withhold a portion of the shares of Common Stock otherwise to be delivered having a Fair Market Value sufficient to satisfy the minimum withholding required with respect thereto to the extent permitted by the Company; or (iv) having the Company withhold any amounts necessary to pay the minimum withholding required from the Director's salary or other amounts payable to the Director. The Company will not deliver any fractional shares of Common Stock but will instead round down to the next full number the amount of shares of Common Stock to be delivered. The Director's election must be made on or before the date that any such withholding obligation with respect to the RSUs arises. If the Director fails to timely make such an election, the Company shall have the right to withhold a portion of the shares of Common Stock otherwise to be delivered having a Fair Market Value equal to the statutory minimum amount of withholding with respect to applicable taxes, as determined by the Company in its sole discretion. The net settlement of the shares underlying the vested RSUs and the delivery of shares of Common Stock previously owned are hereby specifically authorized alternatives for the satisfaction of the foregoing withholding obligation. To the extent necessary to meet any obligation to withhold Federal Insurance Contributions Act taxes before delivery of the Shares, the Company is authorized to deduct those taxes from other current wages.

8. Governing Law. This Award Certificate shall be governed by and construed in accordance with the laws of the State of Delaware, without regard to the conflicts of law provisions thereof.

9. Amendments. The Company, acting by means of the Committee, has the right, as set forth in the Plan, to amend, alter, suspend, discontinue or cancel this Award, prospectively or retroactively; provided however, that no such amendment, alteration, suspension, discontinuance or cancellation of the RSUs will adversely affect the Director's material rights under this Award



Certificate without the Director's consent. The Company has the authority to amend this Award Certificate, consistent with the foregoing, without the Director's written agreement, except as set forth in this Section 9.

In the event that the Company is reorganized or liquidated, or if all or substantially all of its assets are sold, or if the Company is merged or consolidated with another corporation or entity (or in the event the Company consummates a written agreement to accomplish any of the foregoing), the Committee may, in its sole discretion and upon at least 10 days advance notice to the Director, cancel any outstanding RSUs and cause the Director to be paid (in cash or in stock, or any combination thereof) the value of such RSUs based upon the price per share of Common Stock received or to be received in the transaction.

10. Administration. This Award Certificate shall at all times be subject to the terms and conditions of the Plan. Capitalized terms not defined in this Award Certificate shall have the meanings set forth in the Plan. The Committee shall have sole and complete discretion with respect to all matters reserved to it by the Plan and decisions of the Committee with respect thereto and this Award Certificate shall be final and binding upon the Director and the Company. The Committee has the authority and discretion to determine any questions which arise in connection with the award of the Restricted Stock Units hereunder.

11. Compliance with Code Section 409A.

(a) Distributions of Common Stock in payment for RSUs as described herein which represent a "deferral of compensation" within the meaning of Code Section 409A shall conform to the applicable requirements of Code Section 409A, to the extent applicable, including, without limitation, the requirement that a distribution to a Director who is a "specified employee" within the meaning of Code Section 409A(a)(2)(B)(i) which is made on account of the specified employee's Separation from Service shall not be made before the date which is six (6) months after the date of Separation from Service.

(b) It is the intention of the Company and Director that this Award Certificate not result in an unfavorable tax consequence to the Director under Code Section 409A. Accordingly, as permitted by the Plan, the Company may at any time (without the consent of the Director) modify or amend the Plan or this Award Certificate to the extent necessary to ensure that the Award is not "deferred compensation" subject to Code Section 409A (or, alternatively, to conform to the requirements of Code Section 409A). Any such amendments shall be made in a manner that preserves to the maximum extent possible the intended benefits to Director. This paragraph does not create an obligation on the part of Company to modify this Award Certificate and does not guarantee that the amounts or benefits owed under this Award Certificate will not be subject to interest and penalties under Code Section 409A. For purposes of applying the provisions of Code Section 409A, to the extent applicable, each group of Restricted Stock Units that would vest in accordance with Section 2 shall be treated as a separate payment.

(c) While the Company intends that this Award Certificate and the RSUs granted hereunder comply with or be exempt from the requirements of Code Section 409A and any related regulations or other guidance promulgated thereunder, neither the Company or the Committee nor any of their respective affiliates shall be liable to any person for the tax

consequences of any failure to comply with the requirements of Code Section 409A or any other tax consequences relating to this Award.

12. Imposition of Other Requirements. The Company reserves the right to impose other requirements on the Director's participation in the Plan, on the Restricted Stock Units and on any Shares acquired under the Plan, to the extent the Company determines it is necessary or advisable in order to comply with local law or facilitate the administration of the Plan, and to require the Director, as a condition of receipt of Shares underlying a Restricted Stock Unit, to sign any additional Award Certificates or undertakings that may be necessary to accomplish the foregoing.

13. Notices. Any notice, request, instruction or other document given under this Award Certificate shall be in writing and may be delivered by such method as may be permitted by the Company, and shall be addressed and delivered, in the case of the Company, to the Secretary of the Company at the principal office of the Company and, in the case of the Director, to the Director's address as shown in the records of the Company or to such other address as may be designated in writing (or by such other method approved by the Company) by either party.

14. Severability. The invalidity or unenforceability of any provision of this Award Certificate shall not affect the validity or enforceability of any other provision of this Award Certificate, and each other provision of the Award Certificate shall be severable and enforceable to the extent permitted by law.

15. Award Subject to Plan; Amendments to Award. This Award is subject to the Plan as approved by the shareholders of the Company. The terms and provisions of the Plan as it may be amended from time to time are hereby incorporated herein by reference. In the event of a conflict between any term or provision contained in this Award Certificate and a term or provision of the Plan, the applicable terms and provisions of this Award Certificate will govern and prevail.

16. Discretionary Nature of Plan; No Vested Rights. The Plan is discretionary in nature and limited in duration, and may be amended, cancelled, or terminated by the Company, in its sole discretion, at any time. The grant of the Award represented by this Award Certificate does not create any contractual or other right to receive an award in the future. Future Awards, if any, will be at the sole discretion of the Company, including, but not limited to, the form and timing of an Award, the number of shares of Common Stock subject to the Award, and the vesting provisions. Any amendment, modification or termination of the Plan shall not constitute a change or impairment of the terms and conditions of the Director's service with the Company.

17. Electronic Delivery. The Company may, in its sole discretion, decide to deliver any documents related to the RSU or future Awards granted under the Plan by electronic means or request the Director's consent to participate in the Plan by electronic means. By accepting this Award, the Director hereby consents and agrees to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.

18. English Language. The Director acknowledges and agrees that it is the Director's express intent that the Plan, this Award Certificate, any addendum and all other documents, notices and legal proceedings entered into, given or instituted pursuant to the Award, be drawn

up in English. Unless specifically indicated, if the Director has received the Plan, this Award Certificate, any addendum or any other documents related to the Award translated into a language other than English, and if the meaning of the translated version is different than the English version, the English version shall control.

19. Consent to Collection, Processing and Transfer of Personal Data. Pursuant to applicable personal data protection laws, the Company hereby notifies the Director of the following in relation to the Director's personal data and the collection, processing and transfer of such data in relation to the Company's grant of this Award and the Director's participation in the Plan. The collection, processing and transfer of the Director's personal data are necessary for the Company's administration of the Plan and the Director's participation in the Plan. The Director's denial and/or objection to the collection, processing and transfer of personal data may affect the Director's participation in the Plan. As such, the Director voluntarily acknowledges and consents (where required under applicable law) to the collection, use, processing and transfer of personal data as described in this paragraph.

The Company holds certain personal information about the Director, including name, home address and telephone number, date of birth, social security number or other employee identification number, salary, nationality, job title, any Shares or directorships held in the Company, details of all Awards or any other entitlement to Shares awarded, canceled, purchased, vested, unvested or outstanding in Director's favor, for the purpose of managing and administering the Plan ("Data"). The Data may be provided by the Director or collected, where lawful, from third parties, and the Company will process the Data for the exclusive purpose of implementing, administering and managing the Director's participation in the Plan. The Data processing will take place through electronic and non-electronic means according to logics and procedures strictly correlated to the purposes for which Data are collected and with confidentiality and security provisions as set forth by applicable laws and regulations in the Director's country of residence. Data processing operations will be performed minimizing the use of personal and identification data when such operations are unnecessary for the processing purposes sought. Data will be accessible within the Company's organization only by those persons requiring access for purposes of the implementation, administration and operation of the Plan and for the Director's participation in the Plan.

The Company may further transfer Data to any third parties assisting the Company in the implementation, administration and management of the Plan. These recipients may be located in the European Economic Area, or elsewhere throughout the world, such as the United States. The Director hereby authorizes (where required under applicable law) them to receive, possess, use, retain and transfer the Data, in electronic or other form, for purposes of implementing, administering and managing the Director's participation in the Plan, including any requisite transfer of such Data as may be required for the administration of the Plan and/or the subsequent holding of Shares on the Director's behalf to a broker or other third party with whom the Director may elect to deposit any Shares acquired pursuant to the Plan.

The Director may, at any time, exercise his or her rights provided under applicable personal data protection laws, which may include the right to (a) obtain confirmation as to the existence of the Data, (b) verify the content, origin and accuracy of the Data, (c) request the integration, update, amendment, deletion, or blockage (for breach of applicable laws) of the Data, and (d) to oppose,

for legal reasons, the collection, processing or transfer of the Data which is not necessary or required for the implementation, administration and/or operation of the Plan and the Director's participation in the Plan. The Director may seek to exercise these rights by contacting the Office of the Corporate Secretary.

20. Private Placement. The grant of the RSUs is not intended to be a public offering of securities in the Director's country of residence (and country of employment, if different). The Company has not submitted any registration statement, prospectus or other filings with the local securities authorities (unless otherwise required under local law), and the grant of the RSUs is not subject to the supervision of the local securities authorities.

21. Addendum to Award Certificate. Notwithstanding any provisions of this Award Certificate to the contrary, the Award shall be subject to any special terms and conditions for the Director's country of residence (and country of employment, if different), as are set forth in the applicable addendum (the "Addendum") as attached to the Award Certificate. Further, if the Director transfers residence and/or employment to another country reflected in an Addendum to the Award Certificate, the special terms and conditions for such country will apply to the Director to the extent the Company determines, in its sole discretion, that the application of such terms is necessary or advisable in order to comply with local laws, rules, and regulations, or to facilitate operation and administration of the Plan. Any applicable Addendum shall constitute part of this Award Certificate.

The NASDAQ OMX Group, Inc.

By:

*Terms and Conditions*

This Addendum includes additional terms and conditions that govern the award of Restricted Stock Units granted to the Director under The NASDAQ OMX Group, Inc. Equity Incentive Plan (the “Plan”) if the Director is resident and/or employed in one of the countries listed below. If the Director transfers residency and/or employment to another country reflected below following the Award Date, the additional terms and conditions for such country will apply to the Director’s RSUs to the extent the Company determines, in its sole discretion, that the application of such terms and conditions is necessary or advisable in order to comply with local laws, rules, and regulations or to facilitate the operation and administration of the RSUs and the Plan (or the Company may establish alternative terms and conditions as may be necessary or advisable to accommodate the Director’s transfer). Certain capitalized terms used but not defined in this Addendum have the meanings set forth in the Plan and/or the Restricted Stock Unit Award Certificate (the “Award Certificate”).

*Notifications*

This Addendum also includes information regarding exchange controls and certain other issues of which the Director should be aware with respect to participation in the Plan. The information is based on the securities, exchange control and other laws in effect in the respective countries as of February 2015. Such laws are often complex and change frequently. As a result, the Company strongly recommends that the Director not rely on the information in this Addendum as the only source of information relating to the consequences of participation in the Plan because the information may be out of date at the time that the RSUs vest or the Director sells Shares acquired under the Plan.

In addition, the information contained herein is general in nature and may not apply to the Director’s particular situation and the Company is not in a position to assure the Director of any particular result. Accordingly, the Director is advised to seek appropriate professional advice as to how the relevant laws in the Director’s country may apply to his or her situation.

SWEDEN

There are no country-specific provisions.

UNITED ARAB EMIRATES

*Notifications*

1. This statement is intended for distribution only to employees or former employees of the Company and its Subsidiaries or affiliates for the purposes of implementing an equity compensation plan. The Emirates Securities and Commodities Authority has no responsibility for reviewing or verifying any documents in connection with this statement. Neither the Ministry

of Economy nor the Dubai Department of Economic Development have approved this statement nor taken steps to verify the information set out in it, and have no responsibility for it. The securities to which this statement relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the securities offered should conduct their own due diligence on the securities. If you do not understand the contents of this document you should consult an authorized financial adviser.

## CERTIFICATION

I, Robert Greifeld, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of The NASDAQ OMX Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Robert Greifeld

Name: Robert Greifeld  
Title: Chief Executive Officer

Date: August 6, 2015

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## CERTIFICATION

I, Lee Shavel, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of The NASDAQ OMX Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Name: /s/ Lee Shavel  
 Title: Lee Shavel  
 Chief Financial Officer and Executive  
 Vice President, Corporate Strategy

Date: August 6, 2015

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**Certification of CEO and CFO Pursuant to  
18 U.S.C. Section 1350  
as Adopted Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q of The NASDAQ OMX Group, Inc. (the "Company") for the quarter ended June 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Robert Greifeld, as Chief Executive Officer of the Company, and Lee Shavel, as Chief Financial Officer and Executive Vice President, Corporate Strategy of the Company, each hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of the operations of the Company.

/s/ Robert Greifeld  
Name: Robert Greifeld  
Title: Chief Executive Officer  
Date: August 6, 2015

/s/ Lee Shavel  
Name: Lee Shavel  
Title: Chief Financial Officer and Executive  
Vice President, Corporate Strategy  
Date: August 6, 2015

This certification accompanies the Report pursuant to § 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of § 18 of the Securities Exchange Act of 1934, as amended.

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