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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 12, 2009 (March 10, 2009)

THE NASDAQ OMX GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-32651
(Commission File Number)

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

One Liberty Plaza, New York, New York
(Address of principal executive offices)

10006
(Zip code)

Registrant's telephone number, including area code: +1 212 401 8700

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 10, 2009, The NASDAQ OMX Group, Inc. (the "Company") eliminated its Certificate of Designations, Preferences and Rights of Series D Preferred Stock by filing with the Delaware Secretary of State a Certificate of Elimination, a copy of which is attached as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference. There were no shares of the Series D Preferred Stock outstanding.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
3.1	Certificate of Elimination, dated March 10, 2009.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 12, 2009

THE NASDAQ OMX GROUP, INC.

By: /s/ Edward S. Knight

Edward S. Knight

Executive Vice President and General Counsel

Certificate of Elimination of the Series D Preferred Stock of The NASDAQ OMX Group, Inc.

Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware, The NASDAQ OMX Group, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "General Corporation Law"), hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law and authority granted in the Restated Certificate of Incorporation of the Company, as theretofore amended, the Board of Directors (the "Board") of the Company, by resolution duly adopted, authorized the issuance of a series of preferred stock of the Company as Series D Preferred Stock, par value \$.01 per share (the "Series D Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and, on December 14, 2005, filed a Certificate of Designations with respect to such Series D Preferred Stock in the office of the Secretary of State of the State of Delaware (the "Secretary of State").

2. That no shares of such Series D Preferred Stock are outstanding and no shares thereof will be issued subject to such Certificates of Designations.

3. That the Board of the Company has adopted the following resolutions:

BE IT RESOLVED, that no shares of Series D Preferred Stock are outstanding and no shares of any such series shall be issued, and that the Board of Directors hereby approves the elimination of the Certificate of Designations, Preferences and Rights of Series D Preferred Stock, and of all matters set forth therein; and

BE IT FURTHER RESOLVED, that the Board of Directors hereby approves the amendment of the Restated Certificate of Incorporation of Nasdaq to eliminate the matters set forth therein specifically with respect to the Series D Preferred Stock; and

BE IT FURTHER RESOLVED, that the officers of the Company be, and hereby are, authorized and directed to file a certificate with the office of the Secretary of State of the State of Delaware setting forth copies of any of the foregoing resolutions, as appropriate, whereupon all matters approved for elimination in the foregoing resolutions shall be so eliminated.

4. That, accordingly, the Certificate of Designations with respect to such Series D Preferred Stock, and all matters set forth therein, be, and hereby are, eliminated.

IN WITNESS WHEREOF, The NASDAQ OMX Group, Inc. has caused this Certificate to be signed by its duly authorized officer, as of this 10th day of March, 2009.

THE NASDAQ OMX GROUP, INC.

By: /s/ Joan C. Conley
Name: Joan C. Conley
Office: Senior Vice President and Corporate Secretary