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

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): June 10, 2016 (June 10, 2016)**

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**NASDAQ, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-32651**  
(Commission  
File Number)

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

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

**10006**  
(Zip code)

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

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(c) Appointment of Certain Officers

- (1) On June 10, 2016, the board of directors of Nasdaq, Inc. appointed Michael Ptasznik to the position of Executive Vice President, Corporate Strategy and Chief Financial Officer of Nasdaq, effective July 11, 2016.
- (2) Mr. Ptasznik, age 48, previously served as CFO of TMX Group Limited since 2002. Prior to his appointment as CFO at TMX Group, he held senior positions including Vice President, Finance and Administration and Director, Financial Planning & Analysis.
- (3) In connection with Mr. Ptasznik's appointment, Nasdaq's board of directors and management compensation committee approved his compensation package. Mr. Ptasznik will receive an annual base salary of \$500,000 and will be eligible for an annual cash incentive award with a target value of \$750,000. In addition, effective on his start date, Mr. Ptasznik will receive (i) a one-time welcome equity award valued at \$1,000,000 consisting of restricted stock units and (ii) an annual equity award valued at \$1,100,000 consisting of 50% performance share units and 50% restricted stock units. The restricted stock units will vest one-third each year over a three year period and the performance share units are subject to a three year performance and vesting period.

A copy of the press release announcing the appointment of Mr. Ptasznik as Executive Vice President, Corporate Strategy and Chief Financial Officer is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

- (a) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press Release dated June 10, 2016.

**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: June 10, 2016

NASDAQ, INC.

By: /s/ Edward S. Knight

Edward S. Knight

Executive Vice President and General Counsel

**Nasdaq Appoints Michael Ptasznik as Chief Financial Officer**

NEW YORK, June 10, 2016 (GLOBE NEWSWIRE) — Nasdaq (Nasdaq:NDAQ) today announced that Michael Ptasznik, a 20-year veteran of TMX Group Limited, has been appointed as Chief Financial Officer. Mr. Ptasznik will join Nasdaq effective July 11, 2016.

“Nasdaq is a dynamic company and we have continued to make significant investments in our business to better serve our global customer base,” said Bob Greifeld, Chief Executive Officer, Nasdaq. “We are excited to have a lifetime financial and operational leader like Michael join our management team. His broad spectrum of operational expertise coupled with widespread recognition in the exchange industry for strategic thinking, creative resource allocation, and managing through a dynamic industry will continue to facilitate Nasdaq’s advancement as a financial technology company.”

“I am excited to have the opportunity to join Nasdaq at a time where the company has positioned itself for continued growth globally,” said Mr. Ptasznik. “I look forward to enabling its further success as a client-centric innovator and financial technology leader by serving the company’s customers, employees and shareholders.”

Mr. Ptasznik joins Nasdaq from TMX Group Limited where he served as Chief Financial Officer since 2002. Prior to his appointment as CFO, he held senior positions including Vice President, Finance & Administration and Director, Financial Planning & Analysis. During his tenure, Mr. Ptasznik was responsible for providing strategic and financial leadership through significant corporate and funding transactions, including the firm’s successful 2002 IPO, the transformational merger with the Montreal Exchange, and the \$3.8 billion Maple transaction in 2012.

To help ensure a smooth transition, Ronald Hassen, Senior Vice President and interim CFO will remain with the company in an advisory capacity.

Mr. Ptasznik graduated with honors from Wilfrid Laurier University, is a Chartered Professional Accountant (CPA CMA) and obtained his Chartered Director designation from McMaster University. Mr. Ptasznik has served on a number of boards, most recently as a member of the Accounting Standards Oversight Council and the Board of Directors of the Children’s Aid Society of York Region.

**About Nasdaq**

Nasdaq (Nasdaq:NDAQ) is a leading provider of trading, clearing, exchange technology, listing, information and public company services across six continents. Through its diverse portfolio of solutions, Nasdaq enables customers to plan, optimize and execute their business vision with confidence, using proven technologies that provide transparency and insight for navigating today’s global capital markets. As the creator of the world’s first electronic stock market, its technology powers more than 70 marketplaces in 50 countries, and 1 in 10 of the world’s securities transactions. Nasdaq is home to 3,700 listed companies with a market value of \$9.3 trillion and over 17,000 corporate clients. To learn more, visit: [nasdaq.com/ambition](http://nasdaq.com/ambition) or [business.nasdaq.com](http://business.nasdaq.com).