

NASDAQ OMX GROUP, INC.  
Form 8-K  
April 25, 2012

**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): April 25, 2012

**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.)

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**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))

**Item 2.02. Results of Operations and Financial Condition.**

On April 25, 2012, The NASDAQ OMX Group, Inc. ( NASDAQ OMX ) issued a press release providing financial results for the first quarter of 2012. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 7.01. Regulation FD Disclosure.**

On April 25, 2012, NASDAQ OMX posted slides to be used in its earnings presentation for the first quarter of 2012 on its website at <http://ir.nasdaqomx.com/>.

**Item 8.01 Other Events.**

On April 25, 2012, NASDAQ OMX issued a press release announcing the initiation of a quarterly cash dividend. A copy of the press release is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

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

(d) Exhibits.

**Exhibit**

| No.  | Exhibit Description   |
|------|---|
| 99.1 | Press release dated April 25, 2012 relating to financial results for the first quarter of 2012. |
| 99.2 | Press release dated April 25, 2012 relating to the initiation of a quarterly cash dividend.     |

The information set forth under Item 2.02 Results of Operations and Financial Condition and Item 7.01 Regulation FD Disclosure is intended to be furnished pursuant to Item 2.02 and Item 7.01, respectively. Such information, including Exhibit 99.1, shall not be deemed filed for purposes of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference into any of NASDAQ OMX's filings under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

**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: April 25, 2012

The NASDAQ OMX Group, Inc.

By:

/s/ EDWARD S. KNIGHT  
**Edward S. Knight**  
**Executive Vice President and General Counsel**