

NASDAQ OMX GROUP, INC.  
Form 8-K  
June 02, 2010

**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): June 2, 2010 (May 27, 2010)

**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 5.07. Submission of Matters to a Vote of Security Holders.**

At the annual meeting of stockholders of The NASDAQ OMX Group, Inc. ( NASDAQ OMX ) held on May 27, 2010, the stockholders elected each of NASDAQ OMX 's nominees for director to serve for terms of one year and until their successors are duly elected and qualified. The stockholders also approved each of NASDAQ OMX 's other six proposals.

The table below shows the voting results.

|   | For         | Against    | Abstain | Broker Non-Votes |
|---|-------------|------------|---------|------------------|
| <b>Proposal I: Election of Directors</b>  |             |            |         |                  |
| Urban Bäckström   | 116,105,503 | 278,802    | 444,834 | 14,044,010       |
| H. Furlong Baldwin  | 116,011,704 | 371,735    | 445,700 | 14,044,010       |
| Michael Casey   | 83,423,013  | 32,961,945 | 444,181 | 14,044,010       |
| Lon Gorman  | 83,800,528  | 32,584,227 | 444,384 | 14,044,010       |
| Robert Greifeld   | 116,021,293 | 360,736    | 447,110 | 14,044,010       |
| Glenn H. Hutchins   | 80,518,534  | 35,861,564 | 449,041 | 14,044,010       |
| Birgitta Kantola  | 83,796,678  | 32,582,002 | 450,458 | 14,044,010       |
| Essa Kazim  | 116,097,675 | 283,889    | 447,575 | 14,044,010       |
| John D. Markese   | 115,798,116 | 581,178    | 449,845 | 14,044,010       |
| Hans Munk Nielsen   | 114,598,663 | 1,780,230  | 450,246 | 14,044,010       |
| Thomas F. O Neill   | 112,835,724 | 3,540,780  | 452,635 | 14,044,010       |
| James S. Riepe  | 116,101,496 | 277,718    | 449,925 | 14,044,010       |
| Michael R. Splinter   | 83,784,902  | 32,592,416 | 451,821 | 14,044,010       |
| Lars Wedenborn  | 116,104,828 | 273,567    | 450,744 | 14,044,010       |
| Deborah L. Wince-Smith  | 83,796,907  | 32,586,341 | 445,891 | 14,044,010       |
| <b>Proposal II: Ratify Appointment of Independent Registered Public Accounting Firm</b>                                     | 130,317,179 | 506,287    | 49,683  | 0                |
| <b>Proposal III: Approve Amended and Restated NASDAQ OMX Equity Incentive Plan</b>  | 108,443,276 | 7,749,029  | 636,834 | 14,044,010       |
| <b>Proposal IV: Approve Amendment to NASDAQ OMX Equity Incentive Plan to Allow a One-Time Stock Option Exchange Program</b> | 101,279,517 | 14,883,300 | 666,323 | 14,044,010       |
| <b>Proposal V: Approve Amended and Restated NASDAQ OMX Employee Stock Purchase Plan</b>                                     | 115,186,009 | 1,014,662  | 628,467 | 14,044,010       |
| <b>Proposal VI: Approve NASDAQ OMX 2010 Executive Corporate Incentive Plan</b>  | 113,936,447 | 2,212,377  | 680,315 | 14,044,010       |
| <b>Proposal VII: Approve Conversion of Series A Preferred Stock into Common Stock</b>                                       | 115,911,890 | 756,988    | 160,261 | 14,044,010       |

**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 2, 2010

The NASDAQ OMX Group, Inc.

By:

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