

NASDAQ, INC.  
Form DEFA14A  
April 06, 2016

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

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No.    )**

Filed by the Registrant ☒ x

Filed by a Party other than the Registrant ☐ ..

Check the appropriate box:

- ☐ .. Preliminary Proxy Statement
- ☐ .. **Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- ☐ .. Definitive Proxy Statement
- ☒ x Definitive Additional Materials
- ☐ .. Soliciting Material Pursuant to §240.14a-12

**Nasdaq, Inc.**

**(Name of Registrant as Specified In its Charter)**

**N/A**

**(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Nasdaq, Inc. ( Nasdaq ) is filing definitive additional materials contained in this Schedule 14A with the U.S. Securities and Exchange Commission in connection with the solicitation of proxies from its employee stockholders in connection with its annual meeting of stockholders to be held at 9:00 a.m. E.D.T., on May 5, 2016, at Nasdaq's Executive Offices, One Liberty Plaza, New York, New York 10006.

**Email to Employees dated April 6, 2016**

SHARING OUR FINTECH FUTURE

To: All Nasdaq Employees

April 6, 2016

Dear Colleagues,

We are fortunate to be a part of a broad financial ecosystem where technology is a focal point for everything we do and every business we operate. Our innovative use and application of technology to meet and exceed our clients' needs has and will continue to drive our success. This is our mission and a course that has firmly aligned us as a FinTech leader.

Every quarter, we report the results of our progress on the execution of this important mission to our shareholders. In addition, cultivating an ongoing dialog with our shareholders, which includes you – our employees – is vital. This engagement not only further educates our shareholders about our business strategy and direction, but also provides them with an outlet to voice their concerns on important issues affecting our company.

That is why I encourage you to review the 2015 Shareholder Letter and Annual Report, proxy statement and Form 10-K and actively engage in the issues that affect our company by voting your proxy ahead of our Annual Meeting in May. Additional information on how to vote can be found in the proxy statement and on Qnet.

I hope you will join me in exercising your right as a stockholder by voting today, and having a stake in the exciting future we share.

Regards,

Bob G.

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**Posting to Nasdaq's Internal Website on April 6, 2016**

**Poster Distributed for Placement in Certain Nasdaq Offices Commencing On or About April 12, 2016**

**Postcard Distributed to Certain Nasdaq Employees Commencing On or About April 12, 2016**

