
**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): October 1, 2009 (September 25, 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 3.02. Unregistered Sales of Equity Securities.

On September 25, 2009, The NASDAQ OMX Group, Inc. (the “Company”) entered into a Conversion Agreement (the “Conversion Agreement”) with Silver Lake Partners TSA, L.P., Silver Lake Investors, L.P., Silver Lake Partners II TSA, L.P., Silver Lake Technology Investors II, L.P. and Edward J. Nicoll (each, a “Holder” and, together, the “Holders”), as holders of approximately \$119.6 million aggregate principal amount of The NASDAQ Stock Market LLC’s 3.75% Series A Convertible Notes due 2012 (the “Notes”). The Holders agreed to convert all of the Notes, held by them in accordance with the terms of the Notes, which resulted in the issuance of an aggregate of 8,246,680 shares of the Company’s common stock, par value \$0.01 per share (“Common Stock”). Following this conversion, approximately \$0.5 million aggregate principal amount of the Notes (which is not held by the Holders) remains outstanding.

In return, the Company also paid the Holders and certain of their affiliates an aggregate of \$9.8 million in cash (including approximately \$800,000 in accrued interest payments through September 30, 2009), and agreed to issue to the Holders shares of the Company’s Series A Convertible Preferred Stock, par value \$0.01 per share (the “Series A Preferred Stock”), with a liquidation preference of \$16 million, on the terms and conditions set forth in the Conversion Agreement. If the Company receives approval of its stockholders at the next annual stockholders’ meeting to convert the Series A Preferred Stock into Common Stock, the Series A Preferred Stock will automatically convert into shares of Common Stock at such time.

In connection with the Conversion Agreement, the Company and the Holders also entered into a Registration Rights Agreement dated as of September 25, 2009, which provides the Holders with certain “demand” and “piggyback” registration rights with respect to the shares of Series A Preferred Stock and the Common Stock into which the Series A Preferred Stock is convertible upon stockholder approval.

The Series A Preferred Stock and the underlying Common Stock issuable upon conversion of the Series A Preferred Stock will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. The Series A Preferred Stock will be issued to a limited number of existing institutional investors and one accredited investor in reliance on exemptions from registration pursuant to Section 4(2) of the Securities Act.

Item 8.01. Other Information.

On October 1, 2009, The NASDAQ OMX Group, Inc. issued a press release announcing the entry into the Conversion Agreement. 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 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press Release dated October 1, 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: October 1, 2009

THE NASDAQ OMX GROUP, INC.

/s/ EDWARD S. KNIGHT

Edward S. Knight
Executive Vice President and General Counsel

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**NASDAQ OMX Convertible Notes Held by Silver Lake
Converted to Common Equity**

New York, N.Y. — October 1, 2009 — The NASDAQ OMX Group, Inc. (NASDAQ OMX: NDAQ) today announced it has entered into an agreement with Silver Lake to convert The NASDAQ Stock Market LLC 3.75% Series A convertible notes held by various Silver Lake funds into NASDAQ OMX common stock. In accordance with the terms of the notes, all of the notes held by the Silver Lake funds and one additional individual, with an aggregate principal amount of approximately \$119.6 million, were converted into approximately 8.2 million shares of NASDAQ OMX common stock.

“Silver Lake is a valued, long-term shareholder and we are pleased to have their support as we execute on our stated goal of reducing our outstanding debt obligations,” said Adena Friedman, Chief Financial Officer, NASDAQ OMX. “This transaction is the most recent action taken that has enabled us to reduce total debt obligations by approximately \$450 million this year alone.”

Mike Bingle, a Managing Director of Silver Lake, added: “Since Silver Lake’s investment in 2005, management has achieved impressive growth, global thought leadership, and a long list of important innovations. As shareholders we are pleased that the conversion of our notes will further strengthen the company’s balance sheet.”

In return, NASDAQ OMX paid an aggregate of approximately \$9.8 million in cash (including approximately \$800,000 in accrued interest payments through September 30, 2009) to the converting noteholders and their affiliates, and agreed to issue to the converting noteholders NASDAQ OMX Series A Convertible Preferred Stock valued at \$16 million at the time of issuance.

About NASDAQ OMX

The NASDAQ OMX Group, Inc. is the world’s largest exchange company. It delivers trading, exchange technology and public company services across six continents, with over 3,700 listed companies. NASDAQ OMX offers multiple capital raising solutions to companies around the globe, including its U.S. listings market, NASDAQ OMX Nordic, NASDAQ OMX Baltic, NASDAQ OMX First North, and the U.S. 144A sector. The company offers trading across multiple asset classes including equities, derivatives, debt, commodities, structured products and exchange-traded funds. NASDAQ OMX technology supports the operations of over 70 exchanges, clearing organizations and central securities depositories in more than 50 countries. NASDAQ OMX Nordic and NASDAQ OMX Baltic are not legal entities but describe the common offering from NASDAQ OMX exchanges in Helsinki, Copenhagen, Stockholm, Iceland, Tallinn, Riga, and Vilnius. For more information about NASDAQ OMX, visit <http://www.nasdaqomx.com>.

Cautionary Note Regarding Forward-Looking Statements

The matters described herein contain forward-looking statements that are made under the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements about NASDAQ OMX's initiatives, products and offerings. We caution that these statements are not guarantees of future performance. Actual results may differ materially from those expressed or implied in the forward-looking statements. Forward-looking statements involve a number of risks, uncertainties or other factors beyond NASDAQ OMX's control. These factors include, but are not limited to factors detailed in NASDAQ OMX's annual report on Form 10-K, and periodic reports filed with the U.S. Securities and Exchange Commission. We undertake no obligation to release any revisions to any forward-looking statements.

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