
**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): December 18, 2012 (December 12, 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.)

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 1.01. Entry into a Material Definitive Agreement.

On December 12, 2012, The NASDAQ OMX Group, Inc. (“NASDAQ OMX”) executed and delivered a binding offer letter agreement (the “Letter Agreement”) to Thomson Reuters (Markets) LLC, a Delaware limited liability company (“TR Markets”), pursuant to which it agreed to purchase from TR Markets and Thomson Reuters Global Resources, an unlimited company organized under the laws of the Republic of Ireland (together with TR Markets, “Thomson Reuters”), and certain of their affiliates their investor relations, public relations and multimedia solutions businesses (the “Businesses”) for \$390 million in cash, subject to certain adjustments, in an asset sale transaction (the “Proposed Transaction”).

The binding offer by NASDAQ OMX set forth in the Letter Agreement provides Thomson Reuters and its subsidiaries with a period of three months (which may be extended by an additional two months) to complete the consultation processes with relevant works councils, unions and other employee representatives regarding the Proposed Transaction required by certain of the non-U.S. countries in which the Businesses operate. Upon completion of this process, NASDAQ OMX expects Thomson Reuters will accept NASDAQ OMX’s offer and the parties will execute the asset purchase agreement in the form that is attached to the Letter Agreement (the “Asset Purchase Agreement”). In the event that Thomson Reuters does not accept the offer, it is required by the Letter Agreement to reimburse NASDAQ OMX for all of its costs and expenses relating to the Proposed Transaction, up to \$3.9 million. The Letter Agreement provides that until the earlier of the execution of the Asset Purchase Agreement or October 12, 2013, whichever occurs earlier, Thomson Reuters is prohibited from soliciting proposals from, or negotiating with, third parties with respect to an alternative transaction involving the Businesses. In the event that Thomson Reuters breaches these restrictions, it is obligated to pay NASDAQ OMX liquidated damages of \$11.7 million (in addition to the expense reimbursement described above) upon the occurrence of the earliest of the announcement of a proposed alternative transaction, the adoption of any agreement relating to any alternative transaction, or the consummation of an alternative transaction.

The form of Asset Purchase Agreement provides that consummation of the Proposed Transaction is subject to the satisfaction or waiver of certain customary conditions, including the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “HSR Act”). The form of Asset Purchase Agreement contains customary representations and warranties, covenants and agreements and indemnification of and by the parties. Once executed, the Asset Purchase Agreement is subject to termination under certain circumstances. Both parties will have the right to terminate the Asset Purchase Agreement if the closing has not occurred by the date that is six months from the date of the execution of the Asset Purchase Agreement (the “Outside Date”), subject to the right of either party to extend the Outside Date by six months in the event that the waiting period under the HSR Act has not expired or been terminated and so long as such party is not in material breach of its covenants to seek approval under the HSR Act. In the event that the Asset Purchase Agreement is terminated for reasons related to a failure to obtain required antitrust clearances, subject to certain conditions, NASDAQ OMX is required to pay to Thomson Reuters a fee of \$30 million upon termination of the Asset Purchase Agreement.

Concurrent with the closing of the Proposed Transaction, the parties will execute certain agreements ancillary to the Proposed Transaction, including a non-competition and non-solicitation agreement, a transition services agreement and a content and platform services agreement.

The obligations of Thomson Reuters under the Asset Purchase Agreement and the other ancillary agreements will be guaranteed by Thomson Reuters Corporation, Thomson Reuters' parent company.

NASDAQ OMX intends to fund the Proposed Transaction through a combination of cash on hand and existing capacity under its \$750 million revolver. The Proposed Transaction is expected to close in the first half of 2013 subject to regulatory approvals. Upon consummation of the Proposed Transaction, the Businesses will be integrated into NASDAQ OMX's Corporate Solutions business.

The foregoing descriptions of the Letter Agreement and the Asset Purchase Agreement do not purport to be complete and are qualified in their entirety by reference to the full text of such documents.

Item 8.01. Other Events

On December 12, 2012, NASDAQ OMX and Thomson Reuters issued a joint press release announcing the Proposed Transaction. This 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	NASDAQ OMX and Thomson Reuters Joint Press Release, dated December 12, 2012.

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.

THE NASDAQ OMX GROUP, INC.

Dated: December 18, 2012

By: /s/ Edward S. Knight

Edward S. Knight

Executive Vice President and General Counsel

Dec 12, 2012

NASDAQ OMX to Acquire Thomson Reuters Investor Relations, Public Relations and Multimedia Solutions Businesses

Advances Strategy to Create a Comprehensive Portfolio of Products and Services That Delivers Critical Market Intelligence and Communications Solutions for Clients

Accretive to EPS Within the First 12 Months, Excluding Transaction-Related Costs

Expected to Deliver Attractive Returns on Capital

NEW YORK, Dec. 12, 2012 (GLOBE NEWSWIRE) — The NASDAQ OMX Group, Inc. (Nasdaq:NDAQ) today announced that it has entered into an agreement with Thomson Reuters to acquire the Investor Relations, Public Relations and Multimedia Solutions businesses, which provide insight, analytics and communications solutions to more than 7,000 clients worldwide. Upon completion of the transaction, these complementary businesses will be integrated into NASDAQ OMX Corporate Solutions. The combination would create a global corporate services portfolio, with more diversified and comprehensive offerings to sell to NASDAQ OMX's listing and corporate clients. NASDAQ OMX expects the acquisition, once completed, to be accretive to earnings within the first 12 months, excluding transaction-related costs, and to generate attractive returns on capital.

NASDAQ OMX Corporate Solutions helps public and private companies and organizations minimize risk, maximize efficiency and increase transparency with a fully integrated, comprehensive suite of products and services that delivers market intelligence and improves communications effectiveness with key constituencies.

"In one acquisition, we accelerate and achieve our Corporate Solutions long-term objectives, while maintaining our balanced strategy of delivering value to shareholders," said Bob Greifeld, Chief Executive Officer, NASDAQ OMX. "The combination of these two successful companies represents a distinct opportunity to create a truly unique client experience through premier content and best in class platforms. We will bring the assets, talent and technology together to continue to deliver a strong customer-centric value proposition to over 7,000 new clients in over 60 countries."

"We believe that NASDAQ OMX is the ideal fit for our Investor Relations, Public Relations and Multimedia Solutions businesses," said Michael Cotter, Global Managing Director of Corporate Services, Thomson Reuters. "NASDAQ OMX is strategically aligned with our business and their complementary offerings present a great opportunity to leverage our combined experience, best practices and capabilities to deliver one of the industry's most comprehensive and innovative suites of solutions to IR, PR and communications professionals around the world."

Strong Strategic Fit

NASDAQ OMX Corporate Solutions intends to integrate Thomson Reuters complementary Investor Relations, Public Relations and Multimedia Solutions with its existing business to create best of breed products, technologies and service model for clients. As a result of the combination, NASDAQ OMX will become one of the leading providers of investor relations solutions and will add robust public relations and webcasting platforms, enabling the Company to better serve the combined client base. Additionally, following the close, Corporate Solutions customers will have access to high-value investor relations data, including First Call and StreetEvents, through an exclusive relationship with Thomson Reuters.

NASDAQ OMX expects the acquisition will add to its non-transaction revenue base, which already stands at over 70 percent of the Company's total revenues. The acquisition will further support the Company's efforts to deliver consistent and stable returns to shareholders and further build Corporate Solutions revenues from outside the U.S. Upon closing, the transaction is expected to be accretive to earnings within the first 12 months, excluding transaction-related costs.

The clients of Thomson Reuters Investor Relations, Public Relations and Multimedia Solutions businesses rely on the company's desktop, mobile, advisory and multimedia solutions to monitor markets and peers, prioritize their outreach, reach and engage target audiences and measure the impact of their programs. The primary offerings include:

Investor Relations Services:

- Provides products that facilitate shareholder analysis and communication
- Includes IR desktop (ThomsonONE IR), IR advisory services (high-touch, tailored IR intelligence services) and IR website hosting
- Generates high proportion of subscription-based revenue

Public Relations Services:

- Provides web-enabled tools to identify media targets and influencers, communicate with target audiences and monitor media coverage
- Includes a self-service press release platform, media contacts database, media monitoring and analytics tools
- Includes the largest research team in the industry to provide custom media analysis and measurement services
- Generates high proportion of subscription-based revenue

Multimedia Solutions:

- Delivers products and services allowing customers to create/publish webcasts, webinars, video presentations and other content
- Delivers over 18,000 webcasts and online videos per year
- Provides a single global platform for multimedia communications in local languages, supported by service teams experienced in local best practices

Proposed Acquisition Details

NASDAQ OMX has made a binding offer to acquire Thomson Reuters Investor Relations, Public Relations and Multimedia Solutions businesses for \$390 million in cash. Thomson Reuters and NASDAQ OMX will begin the information and consultation process with respect to this proposed transaction with all relevant works councils, unions and employee representatives. Upon completion of the employee information and consultation process, NASDAQ OMX expects Thomson Reuters to enter into a definitive purchase and sale agreement in respect of the proposed acquisition. The proposed transaction will also be subject to customary regulatory approvals and is expected to close in the first half of 2013. Until the closing of the transaction, NASDAQ OMX and these Thomson Reuters businesses will continue to operate as independent companies and will remain committed to providing superior service to create value for their customers.

For additional information regarding this transaction, please visit NASDAQ OMX's dedicated website at <http://csdeal.nasdaqomx.com>.

NASDAQ OMX will hold an investor conference call today at 8:30 a.m. Eastern Time. Bob Greifeld, Lee Shavel, Bruce Aust and Demetrios N. Skalkotos will be available for questions from shareholders following prepared remarks via the following telephone numbers:

Telephone: (877) 645-6210 (U.S.)
(914) 495-8566 (International)

Conference ID: 80121091

All participants can access the conference via Internet webcast through the NASDAQ OMX Investor Relations website at <http://ir.nasdaqomx.com/events.cfm>.

An audio replay of the conference will be available after the call on the NASDAQ OMX Investor Relations website at <http://ir.nasdaqomx.com/events.cfm> or by dialing (855) 859-2056 (U.S.) or (404) 537-3406 (International); Passcode: 80121091.

Additional Information

Bank of America Merrill Lynch and Barclays are acting as financial advisors and Shearman & Sterling LLP and Jones Day are acting as legal advisors to NASDAQ OMX.

About NASDAQ OMX Group

The inventor of the electronic exchange, The NASDAQ OMX Group, Inc., fuels economies and provides transformative technologies for the entire lifecycle of a trade - from risk management to trade to surveillance to clearing. In the U.S. and Europe, we own and operate 24 markets, 3 clearinghouses and 5 central securities depositories supporting equities, options, fixed income, derivatives, commodities, futures and structured products. Able to process more than 1 million messages per second at sub-40 microsecond speeds with 99.999% uptime, our technology drives more than 70 marketplaces in 50 developed and emerging countries into the future, powering 1 in 10 of the world's securities transactions. Our award-winning data products and worldwide indexes are the benchmarks in the financial industry. Home to approximately 3,400 listed companies worth \$6 trillion in market cap whose innovations shape our world, we give the ideas of tomorrow access to capital today. Welcome to where the world takes a big leap forward, daily. Welcome to the NASDAQ OMX Century. To learn more, visit www.nasdaqomx.com. Follow us on Facebook (<http://www.facebook.com/NASDAQ>) and Twitter (<http://www.twitter.com/nasdaqomx>). (Symbol: NDAQ and member of S&P 500)

About NASDAQ OMX Corporate Solutions

NASDAQ OMX Corporate Solutions is one of the leading providers in the industry with innovative products and services that power global business communications for today's forward-thinking public and private companies. The NASDAQ OMX Group, Inc. is the first exchange operator dedicated to owning and operating a core platform of products that help companies minimize risk, maximize efficiency, and increase transparency. A majority of NASDAQ-100 companies have relied on NASDAQ OMX Corporate Solutions products and services to enhance their corporate communications, investor relations and board support. For more information on NASDAQ OMX Corporate Solutions, please visit <http://www.nasdaqomx.com/services/corporatesolutions/>.

About Thomson Reuters

Thomson Reuters is the world's leading source of intelligent information for businesses and professionals. We combine industry expertise with innovative technology to deliver critical information to leading decision makers in the financial and risk, legal, tax and accounting, intellectual property and science and media markets, powered by the world's most trusted news organization. With headquarters in New York and major operations in London and Eagan, Minnesota, Thomson Reuters employs approximately 60,000 people and operates in over 100 countries. Thomson Reuters shares are listed on the Toronto and New York Stock Exchanges. For more information, go to <http://thomsonreuters.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 the acquisition of Thomson Reuters Investor Relations, Public Relations and Multimedia businesses and

NASDAQ OMX's 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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