

**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 15, 2025**

**Nasdaq, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-38855**  
(Commission  
File Number)

**52-1165937**  
(I.R.S. Employer  
Identification No.)

**151 W. 42nd Street,  
New York, New York**  
(Address of principal executive offices)

**10036**  
(Zip code)

**Registrant's telephone number, including area code: +1 212 401 8700**

**No change since last report**  
(Former Name or 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	NDAQ	The Nasdaq Stock Market
4.500% Senior Notes due 2032	NDAQ32	The Nasdaq Stock Market
0.900% Senior Notes due 2033	NDAQ33	The Nasdaq Stock Market
0.875% Senior Notes due 2030	NDAQ30	The Nasdaq Stock Market
1.75% Senior Notes due 2029	NDAQ29	The Nasdaq Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events.**

On December 15, 2025, Nasdaq, Inc. (the “Company”) announced the early tender results for its previously announced tender offers (the “Tender Offers”) to purchase for cash certain of its outstanding notes, subject to (i) a cap of \$83,011,000 in aggregate principal amount of the Company’s 5.350% Senior Notes due 2028 (CUSIP No. 63111X AH4) (reflecting a \$3,011,000 increase from the previously announced cap of \$80,000,000) and (ii) a cap of \$16,989,000 in aggregate principal amount of the Company’s 3.950% Senior Notes due 2052 (CUSIP No. 631103 AM0) (reflecting a \$6,989,000 increase from the previously announced cap of \$10,000,000). The Company amended the Tender Offers to remove the previously announced \$95,000,000 aggregate purchase price cap. The Tender Offers are subject to applicable acceptance priority levels and proration. A copy of the press release announcing the early tender results is attached hereto as Exhibit 99.1 and incorporated by reference herein.

In addition, on December 15, 2025, the Company announced the pricing of the Tender Offers. A copy of the press release announcing the pricing of the Tender Offers is attached hereto as Exhibit 99.2 and incorporated by reference herein.

This report does not constitute an offer to sell, or a solicitation of an offer to buy, any security. No offer, solicitation, or sale will be made in any jurisdiction in which such an offer, solicitation, or sale would be unlawful.

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

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release announcing the early tender results of the Tender Offers, dated December 15, 2025.</a>
99.2	<a href="#">Press Release announcing the pricing of the Tender Offers, dated December 15, 2025.</a>
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document.

**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: December 15, 2025

NASDAQ, INC.

By: /s/ John A. Zecca

Name: John A. Zecca

Title: Executive Vice President and Chief Legal Officer



### Nasdaq, Inc. Announces Early Results of Cash Tender Offers for Outstanding Debt Securities

NEW YORK (December 15, 2025) – Nasdaq, Inc. (Nasdaq: NDAQ) (“Nasdaq” or the “Company”) announced today the early results of its previously announced offers to purchase for cash in the order of priority set forth in the table below (the “Acceptance Priority Levels”) its outstanding Notes, subject to (i) a cap of \$83,011,000 in aggregate principal amount (the “2028 Notes Cap”) of the Company’s 5.350% Senior Notes due 2028 (the “2028 Notes”) (reflecting a \$3,011,000 increase from the previously announced cap of \$80,000,000) and (ii) a cap of \$16,989,000 in aggregate principal amount (the “2052 Notes Cap”) of the Company’s 3.950% Senior Notes due 2052 (the “2052 Notes”) (reflecting a \$6,989,000 increase from the previously announced cap of \$10,000,000). The 2028 Notes and the 2052 Notes are referred to collectively herein as the “Notes,” such offers to purchase are referred to collectively herein as the “Tender Offers” and each a “Tender Offer,” and the 2028 Notes Cap and the 2052 Notes Cap are referred to collectively herein as the “Series Notes Caps” and each a “Series Notes Cap.” The Tender Offers are being made upon the terms and subject to conditions described in the Offer to Purchase, dated December 1, 2025 (as it may be amended or supplemented from time to time, the “Offer to Purchase”), which sets forth a detailed description of the Tender Offers. The Company refers investors to the Offer to Purchase for the complete terms and conditions of the Tender Offers.

The Company hereby amends the Tender Offers to (i) remove the \$95,000,000 Maximum Tender Payment, (ii) increase the 2028 Notes Cap to \$83,011,000 and (iii) increase the 2052 Notes Cap to \$16,989,000.

As of 5:00 p.m., New York City time, on December 12, 2025 (such date and time, the “Early Tender Date”), according to information provided by D.F. King & Co., Inc., the tender and information agent for the Tender Offers, the aggregate principal amount of each series of Notes listed in the table below has been validly tendered and not validly withdrawn in each Tender Offer. Withdrawal rights for the Notes expired at 5:00 p.m., New York City time, on the Early Tender Date.

	Title of Security	Security Identifiers	Principal Amount Outstanding	Acceptance Priority Level	Series Notes Cap	Principal Amount Tendered at Early Tender Date	Principal Amount Accepted	Approximate Proration Factor
<b>2028 Tender Offer</b>	5.350% Senior Notes due 2028	CUSIP: 63111X AH4 ISIN: US63111XAH44	\$880,000,000	1	\$83,011,000	\$287,683,000	\$83,011,000	29%
<b>2052 Tender Offer</b>	3.950% Senior Notes due 2052	CUSIP: 631103 AM0 ISIN: US631103AM02	\$429,995,000	2	\$16,989,000	\$88,876,000	\$16,989,000	19%

All conditions were satisfied or waived by the Company at the Early Tender Date. The Company has elected to exercise its right to make payment for Notes that were validly tendered on or prior to the Early Tender Date and that are accepted for purchase on December 17, 2025 (the “Early Settlement Date”).

The Tender Offers for the Notes will continue to expire at 5:00 p.m., New York City time, on December 30, 2025, or any other date and time to which the Company extends the applicable Tender Offer, unless earlier terminated.

As the aggregate principal amount of each series of Notes validly tendered and not validly withdrawn on or prior to the Early Tender Date exceeds the applicable Series Notes Cap, the Company will accept for purchase the Notes on a prorated basis and will not accept for purchase any Notes validly tendered after the Early Tender Date. The applicable consideration (the “Total Consideration”) for each \$1,000 principal amount of the Notes validly tendered (and not validly withdrawn) on or prior to the Early Tender Date and accepted for purchase pursuant to each Tender Offer will be calculated in the manner described in the Offer to Purchase by reference to the applicable fixed spread for such Notes plus the applicable yield based on the bid-side price of the applicable U.S. Treasury Reference Security at 10:00 a.m., New York City time, on December 15, 2025 (the “Price Determination Date”) (excluding Accrued Interest). The Total Consideration includes an early tender premium of \$30.00 per \$1,000 principal amount of Notes accepted for purchase.

In addition to the consideration described above, all holders of Notes accepted for purchase in the Tender Offers will receive accrued and unpaid interest on such Notes from the last interest payment date with respect to such Notes to, but not including, the Early Settlement Date (“Accrued Interest”).

Promptly after the Price Determination Date, the Company will issue a press release specifying, among other things, the Total Consideration for each series of Notes.

The Company intends to fund the purchase of validly tendered and accepted Notes with available cash on hand and other sources of liquidity.

### **Information Relating to the Tender Offers**

The complete terms and conditions of the Tender Offers are set forth in the Offer to Purchase. J.P. Morgan Securities LLC is serving as dealer manager in connection with the Tender Offers. Investors with questions regarding the terms and conditions of the Tender Offers may contact the dealer manager as follows:

J.P. Morgan Securities LLC  
270 Park Avenue  
New York, New York 10017  
Attention: Liability Management Group  
U.S. Toll-Free: (866) 834-4666  
Collect: (212) 834-3046

D.F. King & Co., Inc. is the Tender and Information Agent for the Tender Offers. Any questions regarding procedures for tendering Notes or request for copies of the Offer to Purchase should be directed to D.F. King & Co., Inc. by any of the following means: by telephone at (877) 478-5045 (toll-free) or (646) 845-0146 (collect) or by email at [nasdaq@dfking.com](mailto:nasdaq@dfking.com).

This press release does not constitute an offer to sell or purchase, or a solicitation of an offer to sell or purchase, or the solicitation of tenders with respect to, the Notes. No offer, solicitation, purchase or sale will be made in any jurisdiction in which such an offer, solicitation or sale would be unlawful. The Tender Offers are being made solely pursuant to the Offer to Purchase made available to holders of the Notes. None of the Company or its affiliates, their respective boards of directors, the dealer manager, the tender and information agent or the trustee with respect to any series of Notes is making any recommendation as to whether or not holders should tender or refrain from tendering all or any portion of their Notes in response to the Tender Offers. Holders are urged to evaluate carefully all information in the Offer to Purchase, consult their own investment and tax advisors and make their own decisions whether to tender Notes in the Tender Offers, and, if so, the principal amount of Notes to tender.

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**About Nasdaq**

Nasdaq (Nasdaq: NDAQ) is a global technology company serving corporate clients, investment managers, banks, brokers, and exchange operators as they navigate and interact with the global capital markets and the broader financial system. We aspire to deliver world-leading platforms that improve the liquidity, transparency, and integrity of the global economy. Our diverse offering of data, analytics, software, exchange capabilities, and client-centric services enables clients to optimize and execute their business vision with confidence.

**Cautionary Note Regarding Forward Looking Statements**

This press release contains forward-looking information that involves substantial risks, uncertainties and assumptions that could cause actual results to differ materially from those expressed or implied by such statements. When used in this communication, words such as “enables,” “intends,” “will,” and similar expressions and any other statements that are not historical facts are intended to identify forward-looking statements. Forward-looking statements in this press release include, among other things, statements about the Tender Offers and the expected source of funds. Risks and uncertainties include, among other things, risks related to the ability of Nasdaq to consummate the Tender Offers on the terms and timing described herein, or at all, Nasdaq’s ability to implement its strategic vision, initiatives, economic, political and market conditions and fluctuations, government and industry regulation, interest rate risk, U.S. and global competition, and other factors detailed in Nasdaq’s reports filed on Forms 10-K, 10-Q and 8-K and in other filings Nasdaq makes with the SEC from time to time and available at [www.sec.gov](http://www.sec.gov). These documents are also available under the Investor Relations section of the Company’s website at <http://ir.nasdaq.com>. The forward-looking statements included in this communication are made only as of the date hereof. Nasdaq disclaims any obligation to update these forward-looking statements, except as required by law.

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### Nasdaq, Inc. Announces Pricing of Cash Tender Offers and Acceptance of Outstanding Debt Securities

NEW YORK (December 15, 2025) – Nasdaq, Inc. (Nasdaq: NDAQ) (“Nasdaq” or the “Company”) announced today the consideration payable in connection with its previously announced offers to purchase for cash in the order of priority set forth in the table below (the “Acceptance Priority Levels”) its outstanding Notes, subject to (i) a cap of \$83,011,000 in aggregate principal amount (the “2028 Notes Cap”) of the Company’s 5.350% Senior Notes due 2028 (the “2028 Notes”) (reflecting a \$3,011,000 increase from the previously announced cap of \$80,000,000) and (ii) a cap of \$16,989,000 in aggregate principal amount (the “2052 Notes Cap”) of the Company’s 3.950% Senior Notes due 2052 (the “2052 Notes”) (reflecting a \$6,989,000 increase from the previously announced cap of \$10,000,000). The 2028 Notes and the 2052 Notes are referred to collectively herein as the “Notes,” such offers to purchase are referred to collectively herein as the “Tender Offers” and each a “Tender Offer,” and the 2028 Notes Cap and the 2052 Notes Cap are referred to collectively herein as the “Series Notes Caps” and each a “Series Notes Cap.” As previously announced, the Company amended the Tender Offers to (i) remove the \$95,000,000 Maximum Tender Payment, (ii) increase the 2028 Notes Cap to \$83,011,000 and (iii) increase the 2052 Notes Cap to \$16,989,000.

The table below sets forth, among other things, the Total Consideration (as defined below) for each series of Notes, as calculated at 10:00 a.m., New York City time, today, December 15, 2025.

	Title of Security	Security Identifiers	Principal Amount Outstanding	Acceptance Priority Level	Series Notes Cap	U.S. Treasury Reference Security <sup>(1)</sup>	Fixed Spread (basis points)	Reference Yield	Total Consideration <sup>(2)</sup> (3)
<b>2028 Tender Offer</b>	5.350% Senior Notes due 2028	CUSIP: 63111X AH4 ISIN: US63111XAH44	\$880,000,000	1	\$83,011,000	3.500%	35 bps	3.545%	\$1,033.67
						UST due November 15, 2028			
<b>2052 Tender Offer</b>	3.950% Senior Notes due 2052	CUSIP: 631103 AM0 ISIN: US631103AM02	\$429,995,000	2	\$16,989,000	4.750%	75 bps	4.825%	\$777.38
						UST due August 15, 2055			

- (1) The applicable page on Bloomberg from which the dealer manager quoted the bid side price of the U.S. Treasury Security is FIT1.
- (2) Per \$1,000 principal amount of Notes validly tendered on or prior to the Early Tender Date (as defined below) and accepted for purchase by the Company. Includes the Early Tender Premium (as defined below).
- (3) Does not include Accrued Interest (as defined below), which will also be payable as described below.

The Tender Offers are being made upon the terms and subject to conditions described in the Offer to Purchase, dated December 1, 2025 (as it may be amended or supplemented from time to time, the “Offer to Purchase”), which sets forth a detailed description of the Tender Offers. The Company refers investors to the Offer to Purchase for the complete terms and conditions of the Tender Offers.

Withdrawal rights for the Notes expired at 5:00 p.m., New York City time, on December 12, 2025 (the “Early Tender Date”). The Tender Offers for the Notes will continue to expire at 5:00 p.m., New York City time, on December 30, 2025, or any other date and time to which the Company extends the applicable Tender Offer, unless earlier terminated. As previously announced, all conditions were satisfied or waived by the Company at the Early Tender Date. As previously announced, the Company has elected to exercise its right to make payment for Notes that were validly tendered on or prior to the Early Tender Date and that are accepted for purchase on December 17, 2025 (the “Early Settlement Date”). As the aggregate principal amount of each series of Notes validly tendered and not validly withdrawn on or prior to the Early Tender Date exceeds the applicable Series Notes Cap, the Company will accept for purchase the Notes on a prorated basis and will not accept for purchase any Notes validly tendered after the Early Tender Date.

The applicable consideration (the "Total Consideration") listed in the table above will be paid per \$1,000 principal amount of the Notes validly tendered (and not validly withdrawn) on or prior to the Early Tender Date and accepted for purchase pursuant to each Tender Offer on the Early Settlement Date. The Total Consideration includes an early tender premium of \$30.00 per \$1,000 principal amount of Notes accepted for purchase (the "Early Tender Premium"). Only holders of Notes who validly tendered and did not validly withdraw their Notes on or prior to the Early Tender Date are eligible to receive the applicable Total Consideration for Notes accepted for purchase. All holders of Notes accepted for purchase in the Tender Offers will receive accrued and unpaid interest on such Notes from the last interest payment date with respect to such Notes to, but not including, the Early Settlement Date ("Accrued Interest").

All Notes accepted for purchase will be retired and canceled and will no longer remain outstanding obligations of the Company.

#### **Information Relating to the Tender Offers**

The complete terms and conditions of the Tender Offers are set forth in the Offer to Purchase. J.P. Morgan Securities LLC is serving as dealer manager in connection with the Tender Offers. Investors with questions regarding the terms and conditions of the Tender Offers may contact the dealer manager as follows:

J.P. Morgan Securities LLC  
270 Park Avenue  
New York, New York 10017  
Attention: Liability Management Group  
U.S. Toll-Free: (866) 834-4666  
Collect: (212) 834-3046

D.F. King & Co., Inc. is the Tender and Information Agent for the Tender Offers. Any questions regarding procedures for tendering Notes or request for copies of the Offer to Purchase should be directed to D.F. King & Co., Inc. by any of the following means: by telephone at (877) 478-5045 (toll-free) or (646) 845-0146 (collect) or by email at [nasdaq@dfking.com](mailto:nasdaq@dfking.com).

This press release does not constitute an offer to sell or purchase, or a solicitation of an offer to sell or purchase, or the solicitation of tenders with respect to, the Notes. No offer, solicitation, purchase or sale will be made in any jurisdiction in which such an offer, solicitation or sale would be unlawful. The Tender Offers are being made solely pursuant to the Offer to Purchase made available to holders of the Notes. None of the Company or its affiliates, their respective boards of directors, the dealer manager, the tender and information agent or the trustee with respect to any series of Notes is making any recommendation as to whether or not holders should tender or refrain from tendering all or any portion of their Notes in response to the Tender Offers. Holders are urged to evaluate carefully all information in the Offer to Purchase, consult their own investment and tax advisors and make their own decisions whether to tender Notes in the Tender Offers, and, if so, the principal amount of Notes to tender.

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## **About Nasdaq**

Nasdaq (Nasdaq: NDAQ) is a global technology company serving corporate clients, investment managers, banks, brokers, and exchange operators as they navigate and interact with the global capital markets and the broader financial system. We aspire to deliver world-leading platforms that improve the liquidity, transparency, and integrity of the global economy. Our diverse offering of data, analytics, software, exchange capabilities, and client-centric services enables clients to optimize and execute their business vision with confidence.

## **Cautionary Note Regarding Forward Looking Statements**

This press release contains forward-looking information that involves substantial risks, uncertainties and assumptions that could cause actual results to differ materially from those expressed or implied by such statements. When used in this communication, words such as “enables,” “intends,” “will,” and similar expressions and any other statements that are not historical facts are intended to identify forward-looking statements. Forward-looking statements in this press release include, among other things, statements about the Tender Offers and the expected source of funds. Risks and uncertainties include, among other things, risks related to the ability of Nasdaq to consummate the Tender Offers on the terms and timing described herein, or at all, Nasdaq’s ability to implement its strategic vision, initiatives, economic, political and market conditions and fluctuations, government and industry regulation, interest rate risk, U.S. and global competition, and other factors detailed in Nasdaq’s reports filed on Forms 10-K, 10-Q and 8-K and in other filings Nasdaq makes with the SEC from time to time and available at [www.sec.gov](http://www.sec.gov). These documents are also available under the Investor Relations section of the Company’s website at <http://ir.nasdaq.com>. The forward-looking statements included in this communication are made only as of the date hereof. Nasdaq disclaims any obligation to update these forward-looking statements, except as required by law.

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