
**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): April 4, 2006 (March 31, 2006)

THE NASDAQ STOCK MARKET, 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 10006
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (212) 401-8700

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 31, 2006, we eliminated the Certificates of Designation of our Series A Cumulative Preferred Stock, Series B Preferred Stock and Series C Cumulative Preferred Stock by filing with the Delaware Secretary of State the Certificate of Elimination, a copy of which is attached as Exhibit 3.1 to this Report and incorporated herein by reference. There were no shares outstanding in any of the three series that were being eliminated.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

3.1 Certificate of Elimination

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: April 4, 2006

THE NASDAQ STOCK MARKET, INC.

By: /s/ Edward S. Knight

Edward S. Knight

Executive Vice President and General Counsel

**CERTIFICATE OF ELIMINATION OF
THE SERIES A CUMULATIVE PREFERRED STOCK,
SERIES B PREFERRED STOCK AND
SERIES C CUMULATIVE PREFERRED STOCK OF
THE NASDAQ STOCK MARKET, INC.**

Pursuant to Section 151(g)
of the General Corporation Law
of the State of Delaware

The Nasdaq Stock Market, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "General Corporation Law"), hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law and authority granted in the Restated Certificate of Incorporation of the Company, as theretofore amended, the Board of Directors (the "Board") of the Company, by resolution duly adopted, authorized the issuance of a series of preferred stock of the Company as Series A Cumulative Preferred Stock, par value \$.01 per share (the "Series A Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and, on March 8, 2002, filed a Certificate of Designations with respect to such Series A Preferred Stock in the office of the Secretary of State of the State of Delaware (the "Secretary of State").

2. That, pursuant to Section 151 of the General Corporation Law and authority granted in the Restated Certificate of Incorporation of the Company, as theretofore amended, the Board of the Company, by resolution duly adopted, authorized the issuance of a series of preferred stock of the Company as Series B Preferred Stock, par value \$.01 per share (the "Series B Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and, on March 8, 2002, filed a Certificate of Designations with respect to such Series B Preferred Stock in the office of the Secretary of State.

3. That, pursuant to Section 151 of the General Corporation Law and authority granted in the Restated Certificate of Incorporation of the Company, as theretofore amended, the Board of the Company, by resolution duly adopted, authorized the issuance of a series of preferred stock of the Company as Series C Cumulative Preferred Stock, par value \$.01 per share (the "Series C Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and, on November 29, 2004, filed a Certificate of Designations with respect to such Series C Preferred Stock in the office of the Secretary of State.

4. That no shares of such Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock are outstanding and no shares thereof will be issued subject to such Certificates of Designations.

5. That the Board of the Company has adopted the following resolutions:

BE IT FURTHER RESOLVED, that no shares of Series A Cumulative Preferred Stock, Series B Preferred Stock or Series C Cumulative Preferred Stock are outstanding and no shares of any such series shall be issued, and that the Nasdaq Board hereby approves the elimination of the Certificate of Designations, Preferences and Rights of Series A Cumulative Preferred Stock, the Certificate of Designations, Preferences and Rights of Series B Preferred Stock, the Certificate of Designations, Preferences and Rights of Series C Cumulative Preferred Stock, and of all matters set forth therein;

BE IT FURTHER RESOLVED, that the Nasdaq Board hereby approves the amendment of the Restated Certificate of Incorporation of Nasdaq to eliminate the matters set forth therein specifically with respect to the Series A Cumulative Preferred Stock and Series B Preferred Stock;

BE IT FURTHER RESOLVED, that the Nasdaq Board authorizes staff to make all necessary filings with the Securities and Exchange Commission to effectuate the foregoing resolutions; and

BE IT FURTHER RESOLVED, that the officers of Nasdaq be, and hereby are, authorized and directed to file a certificate with the office of the Secretary of State of the State of Delaware setting forth copies of any of the foregoing resolutions, as appropriate, whereupon all matters approved for elimination in the foregoing resolutions shall be so eliminated.

6. That, accordingly, such Certificates of Designations with respect to such Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock, and all matters set forth therein, be, and hereby are, eliminated.

IN WITNESS WHEREOF, The Nasdaq Stock Market, Inc. has caused this Certificate to be signed by its duly authorized officer, as of this 31st day of March, 2006.

THE NASDAQ STOCK MARKET, INC.

By: /s/ Edward S. Knight

Name: Edward S. Knight

Office: EVP and General Counsel