

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

**AMENDMENT NO. 1 to  
SCHEDULE TO  
(RULE 14d-100)  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**THE NASDAQ OMX GROUP, INC.**  
(Name of Subject Company (Issuer) and Filing Person (as Offeror))

**2.50% CONVERTIBLE SENIOR NOTES DUE 2013**  
(Title of Class of Securities)

**631103AB4 and 631103AA6**  
(CUSIP Number of Class of Securities)

Edward S. Knight, Esq.  
Executive Vice President and General Counsel  
The NASDAQ OMX Group, Inc.  
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(Name, address, and telephone number of person authorized to receive notices and communications on behalf of filing persons)

*with copies to:*

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**CALCULATION OF FILING FEE**

Transaction Valuation(1)	Amount of Filing Fee(2)
\$438,350,475	\$50,892

- (1) Calculated solely for purposes of determining the amount of the filing fee. The transaction valuation was calculated based on the purchase of \$427,659,000 aggregate principal amount of the issuer's 2.50% Convertible Senior Notes due 2013 at the tender offer price of \$1,025 per \$1,000 principal amount of such Convertible Notes outstanding as of September 20, 2011.
- (2) The amount of the filing fee was calculated at a rate of \$116.10 per \$1,000,000 of transaction value.
- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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\* Previously filed with Schedule TO filed September 20, 2011.

## INTRODUCTORY STATEMENT

This Amendment No. 1 ("Amendment No. 1") amends and supplements the Tender Offer Statement on Schedule TO (as amended, the "Schedule TO") originally filed with the Securities and Exchange Commission ("SEC") by The NASDAQ OMX Group, Inc., a Delaware corporation ("the Company"), on September 20, 2011 in connection with the Company's offer (the "Tender Offer") to purchase for cash any and all of its 2.50% Convertible Senior Notes due 2013 (the "Convertible Notes") at \$1,025.00 per \$1,000 principal amount of Convertible Notes, plus all accrued and unpaid interest up to, but not including, the date on which the Convertible Notes are purchased. The Tender Offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase dated September 20, 2011 (the "Offer to Purchase") and in the related Letter of Transmittal, copies of which are filed as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, to the Schedule TO. This Amendment No. 1 is intended to satisfy the reporting requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended, with respect to the Tender Offer. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported in the original Schedule TO.

This Amendment No. 1 reports the results of the Tender Offer and includes only the items in the original Schedule TO that are being amended and supplemented, and unaffected items are not included herein. The information in the Offer to Purchase and the related Letter of Transmittal is incorporated in this Amendment No. 1 by reference to all of the applicable items in the Schedule TO, except that such information is amended and supplemented to the extent specifically provided in this Amendment No. 1.

You should read this Amendment No. 1 together with the original Schedule TO, the Offer to Purchase and the related Letter of Transmittal. Capitalized terms used but not defined herein have the respective meanings ascribed to such terms in the Offer to Purchase.

### Items 1, 4 and 11.

Items 1, 4 and 11 of the Schedule TO are amended and supplemented to include the following:

"The Tender Offer expired at 12:00 midnight, New York City time, on October 18, 2011, which is referred to as the Expiration Date. The Company has been advised by D.F. King & Co., as Information Agent and Depositary, that an aggregate of \$334,678,000 principal amount of the Convertible Notes were validly tendered in the Tender Offer prior to the expiration of the Tender Offer on the Expiration Date. In accordance with the terms of the Tender Offer, the Company has accepted for payment all \$334,678,000 principal amount of such Convertible Notes at a purchase price of \$1,025.00 per \$1,000 principal amount of Convertible Notes, plus all accrued and unpaid interest up to, but not including, the date on which the Convertible Notes are purchased, which is referred to as the Payment Date. The Payment Date is expected to be Wednesday, October 19, 2011.

Pursuant to the terms of the Tender Offer, all Convertible Notes not tendered in the Tender Offer will remain outstanding, and the terms and conditions of the Convertible Notes, including the covenants and other protective provisions contained in the indenture governing such Convertible Notes, will remain unchanged.

Filed with this Amendment No. 1 as Exhibit (a)(6) is the press release issued by the Company on October 19, 2011."

### Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented to include the following exhibit:

<u>"Exhibit Number</u>	<u>Description</u>
(a)(6)	Press Release dated October 19, 2011."

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 19, 2011

**THE NASDAQ OMX GROUP, INC.**

By: /s/ EDWARD S. KNIGHT

Edward S. Knight

Executive Vice President and General Counsel

## EXHIBIT INDEX

Exhibit No.	Description
(a)(1)(i)*	Offer to Purchase dated September 20, 2011.
(a)(1)(ii)*	Form of Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).
(a)(1)(iii)*	Form of Letter to Brokers, Securities Dealers, Commercial Banks, Trust Companies and Other Nominees that are Holders of Convertible Notes.
(a)(1)(iv)*	Form of Letter to Clients who are Beneficial Owners of Convertible Notes.
(a)(2)	None.
(a)(3)	None.
(a)(4)	None.
(a)(5)*	Press Release dated September 20, 2011.
(a)(6)	Press Release dated October 19, 2011.
(b)*	Credit Agreement, dated as of September 19, 2011 among The NASDAQ OMX Group, Inc., Bank of America, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities, Inc., Nordea Bank AB (publ.), Merchant Banking, Skandinaviska Enskilda Banken AB (publ.) UBS Securities LLC and Wells Fargo Securities, LLC.
(c)	Not applicable.
(d)(1)(A)	Indenture, dated as of February 26, 2008, between The Nasdaq Stock Market, Inc. (now known as The NASDAQ OMX Group, Inc.) and The Bank of New York, as Trustee – incorporated herein by reference to Exhibit 4.1 to the Current Report on Form 8-K filed March 3, 2008 (File No. 000-32651).
(d)(1)(B)	Registration Rights Agreement, dated as of February 26, 2008, between The Nasdaq Stock Market, Inc. (now known as The NASDAQ OMX Group, Inc.), J.P. Morgan Securities Inc. and Banc of America Securities LLC – incorporated herein by reference to Exhibit 4.3 to the Current Report on Form 8-K filed March 3, 2008 (File No. 000-32651).
(e)	Not applicable.
(f)	Not applicable.
(g)	None.
(h)	None.

\* Previously filed with Schedule TO filed September 20, 2011.



**Press Release**  
 The NASDAQ OMX Group, Inc.  
 One Liberty Plaza  
 New York, New York 10006

**FOR IMMEDIATE RELEASE**

**NASDAQ OMX ANNOUNCES RESULTS OF TENDER OFFER  
 FOR 2.50% CONVERTIBLE SENIOR NOTES**

**New York NY**, October 19, 2011 – The NASDAQ OMX Group, Inc. (“NASDAQ OMX”, NASDAQ: NDAQ) announced today the expiration of its previously announced tender offer to purchase for cash any and all of its outstanding 2.50% Convertible Senior Notes due 2013 (the “Convertible Notes”) which occurred at 12:00 midnight New York City time on October 18, 2011. The depositary for the tender offer has advised NASDAQ OMX that an aggregate principal amount of \$334,678,000 of the outstanding Convertible Notes were validly tendered in the tender offer and not validly withdrawn prior to the expiration of the tender offer. Tenders of the Convertible Notes represented 78.26% of the Convertible Notes outstanding.

In accordance with the terms of the tender offer, NASDAQ OMX has accepted for payment all of the Convertible Notes validly tendered and not validly withdrawn pursuant to the terms of the tender offer. The payment date (as defined in the offer to purchase dated September 20, 2011) with respect to the Convertible Notes accepted for payment is expected to be today.

NASDAQ OMX retained BofA Merrill Lynch and UBS Investment Bank to act as dealer managers in connection with the tender offer. For questions concerning the terms of the tender offer, BofA Merrill Lynch may be contacted at (980) 683-3215 (collect) or (888) 292-0070 (toll free) and UBS Investment Bank may be contacted at (203) 719-4210 (collect) or (888) 719-4210 (toll free). D. F. King & Co., Inc. was appointed to act as the information agent and the depositary for the tender offer. For additional copies of the documents relating to the tender offer or for questions or requests for assistance regarding tenders of Convertible Notes, D. F. King & Co., Inc. may be contacted at (212) 269-5550 or (800) 628-8536.

**Cautionary Note Regarding Forward-Looking Statements**

This press release contains forward-looking statements regarding NASDAQ OMX’s previously announced tender offer. The forward-looking statements in this release are based on information available at the time the statements are made and/or management’s belief as of that time with respect to future events and involve risks and uncertainties that could cause actual results and outcomes to be materially different. While NASDAQ OMX may elect to update forward-looking statements in the future, it specifically disclaims any obligation to do so, and therefore, you should not rely on these forward-looking statements as representing our views as of any date subsequent to today.

**About NASDAQ OMX**

The NASDAQ OMX Group, Inc. delivers trading, exchange technology and public company services across six continents, with more than 3,500 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>. \*Please follow NASDAQ OMX on Facebook (<http://www.facebook.com/nasdaqomx>) and Twitter (<http://www.twitter.com/nasdaqomx>).

The information contained above is provided by The NASDAQ OMX Group, Inc. for informational and educational purposes only, and nothing contained herein should be construed as investment advice, either on behalf of a particular security or an overall investment strategy. Neither The NASDAQ OMX Group, Inc. nor any of its affiliates makes any recommendation to buy or sell any security or any representation about the financial condition of any company. Statements regarding NASDAQ-listed companies are not guarantees of future performance. Actual results may differ materially from those expressed or implied. Past performance is not indicative of future results. Investors should undertake their own due diligence and carefully evaluate companies before investing. **ADVICE FROM A SECURITIES PROFESSIONAL IS STRONGLY ADVISED.**

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