

**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): November 30, 2005 (November 28, 2005)**

---

**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))
-

[Table of Contents](#)

**TABLE OF CONTENTS**

Item 5.02 <a href="#">Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.</a>	3
Item 9.01. <a href="#">Financial Statements and Exhibits.</a>	3
<a href="#">SIGNATURES</a>	4

[Table of Contents](#)

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On November 28, 2005, Steven J. Randich advised The Nasdaq Stock Market, Inc. ("Nasdaq") that he was resigning as Nasdaq's Executive Vice President Operations and Technology and Chief Information Officer effective December 9, 2005. Mr. Randich has indicated that he is resigning to pursue another business opportunity. Nasdaq is appointing Anna M. Ewing, Nasdaq's Senior Vice President for Technology Services, as Interim Chief Information Officer. A press release announcing these changes is attached as an exhibit to this Current Report on Form 8-K.

**ITEM 9.01 Financial Statements and Exhibits**

(c) Exhibits

The following exhibit is furnished as part of this Current Report on Form 8-K.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press release dated November 30, 2005.

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: November 30, 2005

THE NASDAQ STOCK MARKET, INC.

By: /s/ John L. Jacobs

---

John L. Jacobs  
Executive Vice President

**For Release:** November 30, 2005

**Media Contacts:** Bethany Sherman, NASDAQ  
212.401.8714  
Silvia Davi, NASDAQ  
646.441.5014

### **NASDAQ Announces Resignation of Steve Randich**

**New York, N.Y.** —The Nasdaq Stock Market, Inc. (“NASDAQ®”; NASDAQ: NDAQ) announced today that it has been informed by Steve Randich, Executive Vice President Operations and Technology and Chief Information Officer, of his decision to leave the company effective December 9. Mr. Randich has accepted the position of Chief Information Officer, Corporate and Investment Banking, at Citigroup. NASDAQ Senior Vice President Anna M. Ewing will take on Mr. Randich’s responsibilities.

“Steve has made many significant contributions to NASDAQ over the last five years,” said Bob Greifeld, president and chief executive officer of The Nasdaq Stock Market. “I am particularly grateful for Steve’s work over the course of my tenure, which has included the development of NASDAQ’s aggressive technology roadmap; the retirement of legacy systems; the quick and smooth integration of the Brut ECN, the rollout of our Opening and Closing Crosses; work on the INET transaction, and most importantly, significantly improving the efficiency, speed and quality of our market.”

Randich joined NASDAQ in 2000 as chief technology officer and in 2001 was appointed chief information officer, responsible for all technology development and data center and network operations.

#### **About NASDAQ**

NASDAQ® is the largest electronic screen-based equity securities market in the United States. With approximately 3,200 companies, it lists more companies and, on average, trades more shares per day than any other U.S. market. It is home to companies that are leaders across all areas of business including technology, retail, communications, financial services, transportation, media and biotechnology. NASDAQ is the primary market for trading NASDAQ-listed stocks. For more information about NASDAQ, visit the NASDAQ Web site at [www.nasdaq.com](http://www.nasdaq.com) or the NASDAQ Newsroom at [www.nasdaq.com/newsroom/](http://www.nasdaq.com/newsroom/).

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

The matters described herein may contain forward-looking statements that are made pursuant to the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. The NASDAQ Stock Market, Inc. (“NASDAQ”) cautions that these statements are not guarantees of future performance. Actual results may differ materially from those expressed or implied in the forward-looking statements. Such forward-looking statements include projections which have not been reviewed by

independent auditors of NASDAQ. Forward-looking statements involve a number of risks, uncertainties or other factors beyond NASDAQ's control. These factors include, but are not limited to, NASDAQ's ability to implement its strategic 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 annual report on Form 10-K, and periodic reports filed with the U.S. Securities and Exchange Commission. In addition, these statements are based on a number of assumptions that are subject to change and do not include results of INET and are subject to change if the INET transaction is consummated. Accordingly, actual results may be materially higher or lower than those projected. The inclusion of such projections herein should not be regarded as a representation by NASDAQ that the projections will prove to be correct. We undertake no obligation to release any revisions to any forward-looking statements.