
**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 25, 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 2.02. Results of Operations and Financial Condition.

On April 25, 2012, The NASDAQ OMX Group, Inc. (“NASDAQ OMX”) issued a press release providing financial results for the first quarter of 2012. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On April 25, 2012, NASDAQ OMX posted slides to be used in its earnings presentation for the first quarter of 2012 on its website at <http://ir.nasdaqomx.com/>.

Item 8.01 Other Events.

On April 25, 2012, NASDAQ OMX issued a press release announcing the initiation of a quarterly cash dividend. A copy of the press release is attached as Exhibit 99.2 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	Press release dated April 25, 2012 relating to financial results for the first quarter of 2012.
99.2	Press release dated April 25, 2012 relating to the initiation of a quarterly cash dividend.

The information set forth under “Item 2.02 Results of Operations and Financial Condition” and “Item 7.01 Regulation FD Disclosure” is intended to be furnished pursuant to Item 2.02 and Item 7.01, respectively. Such information, including Exhibit 99.1, shall not be deemed “filed” for purposes of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference into any of NASDAQ OMX’s filings under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

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 25, 2012

The NASDAQ OMX Group, Inc.

By: _____ /s/ EDWARD S. KNIGHT
Edward S. Knight
Executive Vice President and General Counsel

April 25, 2012

NASDAQ OMX REPORTS FIRST QUARTER 2012 RESULTS

- Q112 non-GAAP diluted EPS of \$0.61, on par with prior year; Q112 GAAP diluted EPS of \$0.48
- Q112 net exchange revenues of \$411 million
- Declares initial quarterly cash dividend of \$0.13 per share
- Implementing cost reduction plan with a goal of \$50 million in annualized cost savings by end of 2012, with \$25 million savings realized in 2012
- Announces discussions with LCH Clearent Group regarding the acquisition of IDCG

New York, N.Y.—The NASDAQ OMX Group, Inc. (“NASDAQ OMX[®]”; NASDAQ: NDAQ) today reported results for the first quarter of 2012. First quarter net exchange revenues¹ were \$411 million compared to \$413 million in the first quarter of 2011. On a constant currency basis, first quarter 2012 net exchange revenues increased by \$3 million, or up 1% compared to the prior year quarter.

Operating expenses were \$240 million, compared to \$230 million in the first quarter of 2011. On a non-GAAP basis, excluding \$9 million of restructuring and other charges, and \$2 million of merger and strategic initiative expenses, operating expenses were \$229 million in the first quarter of 2012. Non-GAAP operating expenses were up \$8 million, or up \$10 million on a constant currency basis, compared to the prior year quarter primarily due to higher professional and contract services expense, higher occupancy expense as well as slightly higher marketing and advertising expense.

First quarter non-GAAP diluted earnings per share was \$0.61, on par with the prior year results. Non-GAAP earnings per share exclude \$9 million of restructuring and other charges, \$2 million of merger and strategic initiatives expense, and a \$12 million impairment charge on the write down of our equity investment in EMCF. Net income attributable to NASDAQ OMX for the first quarter of 2012 was \$85 million, or \$0.48 per diluted share, compared with \$104 million, or \$0.57 per diluted share, in the prior year quarter.

Bob Greifeld, NASDAQ OMX’s CEO, commented: “In the first quarter, we achieved non-GAAP EPS of \$0.61, at the same level as of the prior year, and our fourth best quarterly result ever. While we experienced a decline in our volume driven U.S. cash equity trading and U.S. derivative trading and clearing businesses compared to the prior year quarter, these declines were almost completely offset by growth in our other businesses. This continues to highlight the importance and success of our ongoing efforts to diversify our business model. Against this backdrop, we continue to focus on the things that we can control. We have introduced a cost reduction plan and anticipate an annualized run rate of \$50 million in cost savings by the end of 2012, with \$25 million in cost savings realized in 2012. We initiated these efforts as part of our ongoing commitment to cost leadership. The cost reduction plan ensures that we will have the correct business infrastructure in place should the current weak business trends continue, and it positions us well for when our business returns to growth.”

¹ Represents revenues less transaction rebates, brokerage, clearance and exchange fees.

Lee Shavel, NASDAQ OMX's EVP and Chief Financial Officer, said: "We are pleased to be taking the next step in our capital return strategy, initiating a cash dividend to complement our ongoing share repurchase program as a means of returning capital to our shareholders. This decision was based on rigorous financial analysis, and underscores the stability of our operations, the strength of our cash flows and our confidence in the company's attractive business model. We continue to focus on having a balanced capital deployment effort, and in the past quarter we reduced debt by \$110 million, further deleveraging our balance sheet and enhancing our financial flexibility for the future. NASDAQ OMX also returned another \$50 million to shareholders through our ongoing share repurchase program during the quarter."

NASDAQ OMX announces it has signed a non-binding agreement with LCH.Clearnet Group Limited regarding LCH.Clearnet Group's proposed acquisition of International Derivatives Clearing Group, LLC ("IDCG"). If the transaction proceeds, LCH.Clearnet Group would become the sole owner of IDCG and NASDAQ OMX would become a shareholder of LCH.Clearnet Group.

In anticipation of new regulations proposed by the European Market Infrastructure Regulation, NASDAQ OMX Nordic Clearing implemented a member default fund structure. Under this new regulatory structure, clearing members are required to contribute to the total regulatory capital. As of March 31, 2012, total member contributions equaled \$163 million of which \$145 million were cash contributions. As a result, NASDAQ OMX released \$83 million in clearing capital, with an additional estimated \$30 million to be released in the second quarter.

At March 31, 2012, the company had cash and cash equivalents of \$525 million and total debt of \$2,007 million, resulting in net debt of \$1,482 million. This compares to net debt of \$1,611 million at December 31, 2011. During the first quarter, we repurchased 1.9 million shares of our outstanding common stock under our share repurchase program, for a total of \$50 million. Since January 2009, we have repurchased approximately \$950 million of our outstanding common stock, representing 43.7 million shares at an average price of \$21.66.

BUSINESS HIGHLIGHTS

Cash Equities (13% of total net exchange revenues) – Total net cash equity trading revenues were \$53 million in the first quarter of 2012, down \$9 million compared to the first quarter of 2011. The decline was primarily driven by lower industry trading volumes in the U.S. (6.83 billion average daily share volume in Q112 vs. 7.94 billion in Q111). During the quarter, NASDAQ OMX maintained its leadership share of total U.S. matched volume. U.S. cash equity trading revenue capture was lower, driven by our discounted Investor Support Program, a volume incentive program which accounted for an increased proportion of our volume.

Derivatives (18% of total net exchange revenues) – Total net derivative trading and clearing revenues were \$74 million in the first quarter of 2012, down \$6 million compared to the first quarter of 2011. The year-over-year decline was the result of lower industry trading volumes, and a slightly lower market share in the U.S. derivative market.

Access and Broker Services (15% of total net exchange revenues) – Revenues of \$62 million were up \$5 million compared to the first quarter of 2011. The increase was primarily driven by increased demand for Access Services.

Market Data (21% of total net exchange revenues) – Total Market Data revenues of \$87 million reflect a \$6 million increase compared to the year ago quarter. The increase in Market Data revenues was primarily the result of increased U.S. tape plan revenues and increased sales of U.S. proprietary market data products.

Issuer Services (22% of total net exchange revenues) – Revenues were \$90 million in the quarter, up \$1 million compared to the first quarter of 2011, as increased Corporate Solutions and Global Index Group revenues more than offset lower listing fee revenues. Corporate Solutions revenues were impacted by a reclassification which nets \$2.5 million of offsetting revenues and costs. The reclassification also impacts prior year periods.

Market Technology (11% of total net exchange revenues) – Revenues of \$45 million increased \$2 million, or 5%, compared to the first quarter of 2011.

COST GUIDANCE – For the full year of 2012 total core operating expenses are expected to be in the range of \$880 million to \$900 million, plus an additional \$40 million to \$50 million in incremental new initiative spending, resulting in total operating expenses in the range of \$920 million to \$950 million. This revised guidance reflects the partial realization in 2012 of our cost reduction plan, and the estimated \$10 million reduction in expenses resulting from the Corporate Solutions expense reclassification. Our revised 2012 cost guidance reflects \$25 million in cost savings resulting from our cost reduction plan. This cost guidance excludes an anticipated restructuring charge, currently estimated at \$30 million, related to the cost reduction plan.

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 US 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 \$5.1 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)

Non-GAAP Information

In addition to disclosing results determined in accordance with GAAP, NASDAQ OMX also discloses certain non-GAAP results of operations, including, but not limited to, net income attributable to NASDAQ OMX, diluted earnings per share, operating income, and operating expenses, that make certain adjustments or exclude certain charges and gains that are described in the reconciliation table of GAAP to non-GAAP information provided at the end of this release. Management believes that this non-GAAP information provides investors with additional information to assess NASDAQ OMX's operating performance by making certain adjustments or excluding costs or gains and assists investors in comparing our operating performance to prior periods. Management uses this non-GAAP information, along with GAAP information, in evaluating its historical operating performance.

The non-GAAP information is not prepared in accordance with GAAP and may not be comparable to non-GAAP information used by other companies. The non-GAAP information should not be viewed as a substitute for, or superior to, other data prepared in accordance with GAAP.

Cautionary Note Regarding Forward-Looking Statements

Information set forth in this communication contains forward-looking statements that involve a number of risks and uncertainties. NASDAQ OMX cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Such forward-looking statements include, but are not limited to (i) projections about our future financial results, growth, trading volumes, tax benefits and achievement of synergy targets, (ii) statements about the implementation dates and benefits of certain strategic and capital return initiatives, (iii) statements about our integrations of our recent acquisitions and (iv) other statements that are not historical facts. 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, NASDAQ OMX'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 OMX's filings with the U.S. Securities Exchange Commission, including its annual reports on Form 10-K and quarterly reports on Form 10-Q which are available on NASDAQ OMX's website at <http://www.nasdaqomx.com> and the SEC's website at www.sec.gov. NASDAQ OMX undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

Contact Media Relations:

Joseph Christinat +1.646.441.5121
Joseph.Christinat@NASDAQOMX.Com

Contact Investor Relations:

John Sweeney +1.212.401.8737
John.Sweeney@NASDAQOMX.Com

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(tables follow)
(income statement)
(revenue statement)
(balance sheet)
(GAAP reconciliation table)
(key drivers)

The NASDAQ OMX Group, Inc.
Consolidated Statements of Income
(in millions, except per share amounts)
(unaudited)

	Three Months Ended		
	March 31, 2012	December 31, 2011	March 31, 2011
Revenues:			
Market Services	\$ 666	\$ 698	\$ 683
Cost of revenues:			
Transaction rebates	(306)	(324)	(309)
Brokerage, clearance and exchange fees	(84)	(93)	(93)
Total cost of revenues	(390)	(417)	(402)
Total Market Services revenues less transaction rebates, brokerage, clearance and exchange fees	276	281	281
Issuer Services	90	91	89
Market Technology	45	48	43
Revenues less transaction rebates, brokerage, clearance and exchange fees	411	420	413
Operating Expenses:			
Compensation and benefits	112	113	112
Marketing and advertising	6	9	5
Depreciation and amortization	26	28	27
Professional and contract services	22	23	19
Computer operations and data communications	17	15	17
Occupancy	23	22	23
Regulatory	9	9	9
Merger and strategic initiatives	2	1	5
Restructuring and other charges	9	—	—
General, administrative and other	14	39	13
Total operating expenses	240	259	230
Operating income	171	161	183
Interest income	2	3	2
Interest expense	(24)	(26)	(32)
Asset impairment charges	(12)	(18)	—
Dividend and investment income	—	—	(1)
Income from unconsolidated investees, net	—	1	—
Income before income taxes	137	121	152
Income tax provision	53	40	49
Net income	84	81	103
Net loss attributable to noncontrolling interests	1	1	1
Net income attributable to NASDAQ OMX	\$ 85	\$ 82	\$ 104
Basic and diluted earnings per share:			
Basic earnings per share	\$ 0.49	\$ 0.46	\$ 0.59
Diluted earnings per share	\$ 0.48	\$ 0.45	\$ 0.57
Weighted-average common shares outstanding for earnings per share:			
Basic	173	175	176
Diluted	178	180	181

The NASDAQ OMX Group, Inc.
Revenue Detail
(in millions)
(unaudited)

	Three Months Ended		
	March 31, 2012	December 31, 2011	March 31, 2011
MARKET SERVICES			
Transaction Services			
Cash Equity Trading Revenues:			
U.S. cash equity trading	\$ 340	\$ 385	\$ 365
Cost of revenues:			
Transaction rebates	(235)	(261)	(242)
Brokerage, clearance and exchange fees	(75)	(87)	(84)
Total U.S. cash equity cost of revenues	(310)	(348)	(326)
Net U.S. cash equity trading revenues	30	37	39
European cash equity trading	23	22	23
Total net cash equity trading revenues	53	59	62
Derivative Trading and Clearing Revenues:			
U.S. derivative trading and clearing	122	110	124
Cost of revenues:			
Transaction rebates	(71)	(63)	(67)
Brokerage, clearance and exchange fees	(9)	(6)	(9)
Total U.S. derivative trading and clearing cost of revenues	(80)	(69)	(76)
Net U.S. derivative trading and clearing revenues	42	41	48
European derivative trading and clearing	32	32	32
Total net derivative trading and clearing revenues	74	73	80
Access Services Revenues	57	56	53
Total Transaction Services revenues less transaction rebates, brokerage, clearance and exchange fees	184	188	195
Market Data Revenues:			
Net U.S. tape plans	31	29	27
U.S. market data products	34	37	32
European market data products	22	21	22
Total Market Data revenues	87	87	81
Broker Services Revenues	5	5	4
Other Market Services Revenues	—	1	1
Total Market Services revenues less transaction rebates, brokerage, clearance and exchange fees	276	281	281
ISSUER SERVICES			
Global Listing Services Revenues:			
Annual renewal	28	30	29
Listing of additional shares	10	10	10
Initial listing	6	5	6
Total U.S. listing services	44	45	45
European listing fees	12	13	13
Corporate Solutions	20	20	18
Total Global Listing Services revenues	76	78	76
Global Index Group Revenues	14	13	13
Total Issuer Services revenues	90	91	89
MARKET TECHNOLOGY			
License, support and facility management	29	29	28
Delivery project	7	6	6
Change request, advisory and broker surveillance	9	13	9
Total Market Technology revenues	45	48	43
Total revenues less transaction rebates, brokerage, clearance and exchange fees	\$ 411	\$ 420	\$ 413

The NASDAQ OMX Group, Inc.
Consolidated Balance Sheets
(in millions)

	March 31, 2012 (unaudited)	December 31, 2011
Assets		
Current assets:		
Cash and cash equivalents	\$ 525	\$ 506
Restricted cash	38	34
Financial investments, at fair value	215	279
Receivables, net	327	308
Deferred tax assets	14	16
Default funds and margin deposits	158	17
Open clearing contracts:		
Derivative positions, at fair value	—	1,566
Resale agreements, at contract value	—	3,745
Other current assets	129	110
Total current assets	1,406	6,581
Non-current restricted cash	103	97
Property and equipment, net	195	193
Non-current deferred tax assets	326	392
Goodwill	5,210	5,061
Intangible assets, net	1,680	1,648
Other non-current assets	101	119
Total assets	<u>\$ 9,021</u>	<u>\$ 14,091</u>
Liabilities		
Current liabilities:		
Accounts payable and accrued expenses	\$ 147	\$ 164
Section 31 fees payable to SEC	69	106
Accrued personnel costs	56	132
Deferred revenue	237	124
Other current liabilities	120	112
Deferred tax liabilities	27	27
Default funds and margin deposits	158	17
Open clearing contracts:		
Derivative positions, at fair value	—	1,566
Repurchase agreements, at contract value	—	3,745
Current portion of debt obligations	45	45
Total current liabilities	859	6,038
Debt obligations	1,962	2,072
Non-current deferred tax liabilities	684	670
Non-current deferred revenue	173	154
Other non-current liabilities	182	171
Total liabilities	3,860	9,105
Commitments and contingencies		
Equity		
NASDAQ OMX stockholders' equity:		
Common stock	2	2
Additional paid-in capital	3,798	3,793
Common stock in treasury, at cost	(906)	(860)
Accumulated other comprehensive loss	(218)	(350)
Retained earnings	2,476	2,391
Total NASDAQ OMX stockholders' equity	5,152	4,976
Noncontrolling interests	9	10
Total equity	5,161	4,986
Total liabilities and equity	<u>\$ 9,021</u>	<u>\$ 14,091</u>

The NASDAQ OMX Group, Inc.
Reconciliation of GAAP Net Income, Diluted Earnings Per Share, Operating Income and Operating Expenses
to Non-GAAP Net Income, Diluted Earnings Per Share, Operating Income and Operating Expenses
(in millions, except per share amounts)
(unaudited)

	Three Months Ended		
	March 31, 2012	December 31, 2011	March 31, 2011
GAAP net income attributable to NASDAQ OMX:	\$ 85	\$ 82	\$ 104
Non-GAAP adjustments:			
Merger and strategic initiatives	2	1	5
Extinguishment of debt	—	25	—
Asset impairment charges	12	18	—
Restructuring and other charges	9	—	—
Other	—	—	4
Total non-GAAP adjustments	23	44	9
Adjustment to the income tax provision to reflect non-GAAP adjustments ⁽¹⁾	(3)	(13)	(3)
Significant tax adjustments, net	3	—	—
Total non-GAAP adjustments, net of tax	23	31	6
Non-GAAP net income attributable to NASDAQ OMX:	<u>\$ 108</u>	<u>\$ 113</u>	<u>\$ 110</u>
GAAP diluted earnings per common share:	\$ 0.48	\$ 0.45	\$ 0.57
Total adjustments from non-GAAP net income above	0.13	0.18	0.04
Non-GAAP diluted earnings per common share:	<u>\$ 0.61</u>	<u>\$ 0.63</u>	<u>\$ 0.61</u>

	Three Months Ended		
	March 31, 2012	December 31, 2011	March 31, 2011
GAAP operating income:	\$ 171	\$ 161	\$ 183
Non-GAAP adjustments:			
Merger and strategic initiatives	2	1	5
Extinguishment of debt	—	25	—
Restructuring and other charges	9	—	—
Other	—	—	4
Total non-GAAP adjustments	11	26	9
Non-GAAP operating income:	<u>\$ 182</u>	<u>\$ 187</u>	<u>\$ 192</u>
Total revenues less transaction rebates, brokerage, clearance and exchange fees	\$ 411	\$ 420	\$ 413
Non-GAAP operating margin ⁽²⁾	44%	45%	46%

(1) We determine the tax effect of each item based on the tax rules in the respective jurisdiction where the transaction occurred.

(2) Non-GAAP operating margin equals non-GAAP operating income divided by total revenues less transaction rebates, brokerage, clearance and exchange fees.

The NASDAQ OMX Group, Inc.
Reconciliation of GAAP Net Income, Diluted Earnings Per Share, Operating Income and Operating Expenses
to Non-GAAP Net Income, Diluted Earnings Per Share, Operating Income and Operating Expenses
(in millions)
(unaudited)

	Three Months Ended		
	March 31, 2012	December 31, 2011	March 31, 2011
GAAP operating expenses:	\$ 240	\$ 259	\$ 230
Non-GAAP adjustments:			
Merger and strategic initiatives	(2)	(1)	(5)
Extinguishment of debt	—	(25)	—
Restructuring and other charges	(9)	—	—
Other	—	—	(4)
Total non-GAAP adjustments	(11)	(26)	(9)
Non-GAAP operating expenses	<u>\$ 229</u>	<u>\$ 233</u>	<u>\$ 221</u>

The NASDAQ OMX Group, Inc.
Quarterly Key Drivers Detail
(unaudited)

	March 31, 2012	Three Months Ended December 31, 2011	March 31, 2011
Market Services			
Cash Equity Trading			
<u>NASDAQ securities</u>			
Average daily share volume (in billions)	1.80	1.85	2.05
Matched market share executed on NASDAQ	26.3%	27.2%	26.8%
Matched market share executed on NASDAQ OMX BX	2.6%	2.5%	1.4%
Matched market share executed on NASDAQ OMX PSX	1.3%	1.1%	0.9%
Market share reported to the FINRA/NASDAQ Trade Reporting Facility	33.2%	30.2%	32.7%
Total market share ⁽¹⁾	63.4%	61.0%	61.8%
<u>New York Stock Exchange, or NYSE, securities</u>			
Average daily share volume (in billions)	3.91	4.14	4.54
Matched market share executed on NASDAQ	13.4%	13.3%	11.8%
Matched market share executed on NASDAQ OMX BX	2.5%	2.5%	2.0%
Matched market share executed on NASDAQ OMX PSX	0.7%	0.6%	0.8%
Market share reported to the FINRA/NASDAQ Trade Reporting Facility	31.5%	27.5%	29.9%
Total market share ⁽¹⁾	48.2%	44.0%	44.5%
<u>NYSE Amex and regional securities</u>			
Average daily share volume (in billions)	1.12	1.45	1.35
Matched market share executed on NASDAQ	19.0%	19.2%	16.8%
Matched market share executed on NASDAQ OMX BX	2.3%	1.9%	1.7%
Matched market share executed on NASDAQ OMX PSX	1.9%	1.9%	1.3%
Market share reported to the FINRA/NASDAQ Trade Reporting Facility	29.4%	27.2%	27.1%
Total market share ⁽¹⁾	52.6%	50.2%	46.9%
<u>Total U.S.-listed securities</u>			
Average daily share volume (in billions)	6.83	7.45	7.94
Matched share volume (in billions)	90.1	100.0	94.8
Matched market share executed on NASDAQ	17.7%	17.9%	16.5%
Matched market share executed on NASDAQ OMX BX	2.5%	2.4%	1.8%
Matched market share executed on NASDAQ OMX PSX	1.1%	1.0%	0.9%
<u>NASDAQ OMX Nordic and NASDAQ OMX Baltic Securities</u>			
Average daily number of equity trades	372,081	394,290	338,534
Average daily value of shares traded (in billions)	\$ 3.2	\$ 3.0	\$ 4.1
Derivative Trading and Clearing			
<u>U.S. Equity Options</u>			
Total industry average daily volume (in millions)	15.9	15.5	17.3
NASDAQ OMX PHLX matched market share	22.2%	22.7%	23.5%
The NASDAQ Options Market matched market share	5.2%	4.5%	5.2%
<u>NASDAQ OMX Nordic and NASDAQ OMX Baltic</u>			
Average daily volume:			
Options, futures and fixed-income contracts	470,216	455,341	455,845
Finnish option contracts traded on Eurex	71,411	46,557	177,836
<u>NASDAQ OMX Commodities</u>			
Clearing Turnover:			
Power contracts (TWh) ⁽²⁾	521	494	455
Carbon contracts (1000 tCO2) ⁽²⁾	30,912	29,908	4,036
Issuer Services			
Initial public offerings			
NASDAQ	21	15	22
Exchanges that comprise NASDAQ OMX Nordic and NASDAQ OMX Baltic	1	1	1
New listings			
NASDAQ ⁽³⁾	43	44	34
Exchanges that comprise NASDAQ OMX Nordic and NASDAQ OMX Baltic ⁽⁴⁾	3	12	4
Number of listed companies			
NASDAQ ⁽⁵⁾	2,665	2,680	2,760
Exchanges that comprise NASDAQ OMX Nordic and NASDAQ OMX Baltic ⁽⁶⁾	769	776	773
Market Technology			
Order intake (in millions) ⁽⁷⁾	\$ 55	\$ 36	\$ 6
Total order value (in millions) ⁽⁸⁾	\$ 496	\$ 458	\$ 471

(1) Includes transactions executed on NASDAQ's, NASDAQ OMX BX's and NASDAQ OMX PSX's systems plus trades reported through the FINRA/NASDAQ Trade Reporting Facility.

- (2) Primarily transactions executed on Nord Pool and reported for clearing to NASDAQ OMX Commodities measured by Terawatt hours (TWh) and one thousand metric tons of carbon dioxide (1000 tCO₂).
- (3) New listings include IPOs, including those completed on a best efforts basis, issuers that switched from other listing venues, closed-end funds and separately listed ETFs.
- (4) New listings include IPOs and represent companies listed on the exchanges that comprise NASDAQ OMX Nordic and NASDAQ OMX Baltic and companies on the alternative markets of NASDAQ OMX First North.
- (5) Number of listed companies for NASDAQ at period end, including separately listed ETFs.
- (6) Represents companies listed on the exchanges that comprise NASDAQ OMX Nordic and NASDAQ OMX Baltic and companies on the alternative markets of NASDAQ OMX First North at period end.
- (7) Total contract value of orders signed during the period.
- (8) Represents total contract value of orders signed that are yet to be recognized as revenue.

April 25, 2012

NASDAQ OMX declares initial quarterly dividend of \$0.13 per share

New York, N.Y.—The NASDAQ OMX Group, Inc. (“NASDAQ OMX®”; NASDAQ: NDAQ), today announced plans to initiate a quarterly cash dividend.

The board of directors approved an initial quarterly cash dividend of \$0.13 per share on NASDAQ OMX’s outstanding common stock to be paid on June 29, 2012 to all stockholders of record on June 15, 2012. Future declarations of quarterly dividends and the establishment of future record and payment dates are subject to approval by NASDAQ OMX’s board of directors. This is the first dividend paid to stockholders in the company’s history.

Bob Greifeld, Chief Executive Officer, NASDAQ OMX said: “We are pleased to take this important step for NASDAQ OMX. Our decision to put a dividend in place reflects the strong cash flow and capital generation of our business and our commitment to deliver meaningful capital returns to our shareholders through both dividends and continued share repurchases.”

Lee Shavel, NASDAQ OMX’s EVP and Chief Financial Officer, said: “NASDAQ OMX has done an outstanding job of capital deployment in recent years. Since January 2009, the company has repurchased approximately \$950 million of its outstanding common stock, representing 43.7 million shares at an average price of \$21.66. The company also paid down more than \$500 million of debt, significantly reducing our interest burden and increasing our financial flexibility for the future. In addition, we have invested over \$200 million in attractive acquisitions that enhance our long-term growth and capital return profile. We believe that our strong cash flows give us ample capacity to fund our dividend, while maintaining considerable flexibility to achieve our other corporate goals.”

Cautionary Note Regarding Forward-Looking Statements

Information set forth in this communication contains forward-looking statements that involve a number of risks and uncertainties. NASDAQ OMX cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Such forward-looking statements include, but are not limited to, statements about our capital return initiatives. 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, NASDAQ OMX’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 OMX’s filings with the U.S. Securities Exchange Commission, including its annual reports on Form 10-K and quarterly reports on Form 10-Q which are available on NASDAQ OMX’s website at <http://www.nasdaqomx.com> and the SEC’s website at www.sec.gov. NASDAQ OMX undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

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 US 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 \$5.1 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)

Contact Media Relations:

Joseph Christinat +1.646.441.5121
Joseph.Christinat@NASDAQOMX.Com

Contact Investor Relations:

John Sweeney +1.212.401.8737
John.Sweeney@NASDAQOMX.Com

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The NASDAQ OMX Group, Inc.