SEC Form 4

Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Add		g Person [*]	2. Issuer Name and Ticker or Trading Symbol NASDAQ, INC. [NDAQ]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
DEMNISO					Director Officer (give title	10% Owner Other (specify				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)				
151 W. 42ND	STREET		02/23/2022		Executive Vice	President				
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Fil	ing (Check Applicable				
NEW YORK	NY	10036		X	Form filed by One Re	eporting Person				
(City)	(State)	(Zip)			Form filed by More th Person	an One Reporting				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)					Securities Beneficially	Form: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Stock, par value \$0.01 per share	02/23/2022		A ⁽¹⁾		6,786	Α	\$0.00	20,161	D	
Common Stock, par value \$0.01 per share	02/23/2022		F ⁽²⁾		2,597	D	\$168.19	17,564 ⁽³⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

								• *				•			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Expir		Expiration Da	6. Date Exercisable and Expiration Date (Month/Day/Year)		e and Int of rities rlying ative rity (Instr. 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
		ca	Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					

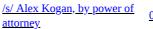
Explanation of Responses:

1. Represents the settlement of performance share units (PSUs) that were previously granted under Nasdaq's Equity Incentive Plan. The ultimate amount of shares to be received under the grant depended upon the achievement of performance goals during a three-year performance period from January 1, 2019 through December 31, 2021.

2. Represents the surrender of shares to pay withholding taxes in connection with the settlement of PSUs, as described above.

3. Represents (i) 3,865 shares or units of restricted stock, of which none are vested, (ii) 12,649 shares underlying PSUs of which 11,268 are vested and (iii) 1,050 shares purchased under the Employee Stock Purchase Plan.

Remarks:



<u>02/25/2022</u>

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.