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

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

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Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12

**Nasdaq, Inc.**  
(Name of Registrant as Specified In its Charter)

N/A  
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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Nasdaq, Inc. ("Nasdaq") is filing definitive additional materials contained in this Schedule 14A with the U.S. Securities and Exchange Commission in connection with the solicitation of proxies from its employee stockholders in connection with its annual meeting of stockholders to be held at 9:00 a.m. E.D.T., on May 5, 2016, at Nasdaq's Executive Offices, One Liberty Plaza, New York, New York 10006.

**Email to Employees dated April 6, 2016**

SHARING OUR FINTECH FUTURE


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To: All Nasdaq Employees  
April 6, 2016

Dear Colleagues,

We are fortunate to be a part of a broad financial ecosystem where technology is a focal point for everything we do and every business we operate. Our innovative use and application of technology to meet and exceed our clients' needs has and will continue to drive our success. This is our mission and a course that has firmly aligned us as a FinTech leader.

Every quarter, we report the results of our progress on the execution of this important mission to our shareholders. In addition, cultivating an ongoing dialog with our shareholders, which includes you – our employees – is vital. This engagement not only further educates our shareholders about our business strategy and direction, but also provides them with an outlet to voice their concerns on important issues affecting our company.

That is why I encourage you to review the 2015 Shareholder Letter and Annual Report, proxy statement and Form 10-K and actively engage in the issues that affect our company by voting your proxy ahead of our Annual Meeting in May. Additional information on how to vote can be found in the proxy statement  and on Qnet.

I hope you will join me in exercising your right as a stockholder by voting today, and having a stake in the exciting future we share.

Regards,

Bob G.

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### Sharing Our FinTech Future: Actively Engage in Issues that Affect Our Company

Our company is fast evolving into a FinTech leader. Learn more about our journey and how to engage in issues important to Nasdaq.

Read the Annual Report, Bob Greifeld's 2015 Shareholder Letter, the Form 10-K and vote the proxy statement ahead of the 2016 Annual Meeting of Stockholders ▶

## SHARING OUR FINTECH FUTURE: ACTIVELY ENGAGE IN ISSUES THAT AFFECT OUR COMPANY

April 2016

Actively engage in the issues that affect our company by voting your proxy ahead of our Annual Meeting on May 5 and by reading the Annual Report and Shareholder letter.

Have you read the Annual Report? [Click here to learn more about Nasdaq's FinTech future ▶](#)

[Read Bob Greifeld's 2015 Shareholder Letter ▶](#)

[Read the Proxy Statement ▶](#)

[Read the Form 10-K ▶](#)



#### BY INTERNET USING YOUR TABLET OR SMART PHONE

Scan this QR code 24/7 to vote with your mobile device



#### BY PHONE

Call +1 800 690 6903 in the U.S. or Canada to vote your shares



#### BY INTERNET USING YOUR COMPUTER

Visit 24/7 [www.proxyvote.com](http://www.proxyvote.com)



#### BY MAIL

Cast your ballot, sign your proxy card and return by free post



#### ATTEND THE ANNUAL MEETING\*

Vote in Person

\* If your shares are held in a bank or brokerage account, including at E\*TRADE, you must obtain a legal proxy, executed in your favor, from the holder of record in order to vote in person at the Annual Meeting.

#### How to Vote Your Proxy:

- ▶ You should have received an email from E\*TRADE inviting you to participate in the voting process with your own **personal control number**.
  - ▶ To vote, log on to [www.proxyvote.com](http://www.proxyvote.com) and enter your personal control number.
  - ▶ You can also vote through your mobile device by scanning the **QR code, by phone, mail, or by attending the Annual Meeting and voting in person.\***
- Participate in the live webcast of the meeting by clicking here on **May 5, 2016 at 9:00 a.m. EDT ▶**

#### Interested in attending the Annual Meeting in person?

In order to attending the annual meeting in person, you must be a stockholder on the record date, and:

- ▶ Request an admission ticket in advance by visiting [www.proxyvote.com](http://www.proxyvote.com) by 11:59 p.m. EDT on May 4, 2016 and following the instructions provided to you.
- ▶ Please note that seating is limited and requests for tickets will be accepted on a first-come, first-served basis.
- ▶ You must present valid picture ID with your admission ticket to enter the

meeting, along with proof of ownership – if you are a beneficial owner of Nasdaq shares held by a bank, broker or other nominee.

*\*If your shares are held in a bank or brokerage account, including at E\*TRADE, you must obtain a legal proxy, executed in your favor, from the holder of record in order to vote in person at the Annual Meeting.*

#### Want to submit a question in advance of the Annual Meeting?

Stockholders may submit questions in advance by visiting our stockholder forum at [www.proxyvote.com](http://www.proxyvote.com)

File under (Tags)

[# Earnings Report](#)

[# Internal](#)

# YOUR VOTE IS IMPORTANT!

You are eligible to vote at the 2016 Annual Meeting of Stockholders if you were a stockholder of record at the close of business on March 7, 2016. Please read the proxy statement with care and vote right away using any of the following methods and your control number, which you should have received in an email from E\*TRADE regarding the "NASDAQ, INC. Annual Meeting."

## HOW TO VOTE



### BY INTERNET USING YOUR TABLET OR SMART PHONE

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2016 ANNUAL MEETING  
OF STOCKHOLDERS

**THURSDAY, MAY 5, 2016, 9:00 A.M.**

NASDAQ EXECUTIVE OFFICES  
ONE LIBERTY PLAZA  
NEW YORK, NEW YORK 10006



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