

October 24, 2012

NASDAQ OMX REPORTS THIRD QUARTER 2012 RESULTS

- Third quarter non-GAAP diluted EPS of \$0.62, compared to \$0.67 in the prior year quarter; Third quarter 2012 GAAP diluted EPS of \$0.52
- Third quarter net exchange revenues¹ were \$409 million, down six percent year-overyear, both on a reported and on an organic basis (constant currency and excluding acquisitions)
- 2012 operating expense guidance lowered to \$922 to \$935 million, previously \$935 to \$965 million

New York, N.Y.—The NASDAQ OMX Group, Inc. (NASDAQ: NDAQ) today reported results for the third quarter of 2012. Third quarter net exchange revenues were \$409 million, down six percent compared to the third quarter of 2011. Excluding the impact of foreign currency, third quarter 2012 net exchange revenues declined four percent year-over-year.

Operating expenses were \$239 million, compared to \$241 million in the third quarter of 2011. On a non-GAAP basis, third quarter 2012 operating expenses were \$228 million, down \$4 million year-over-year.

Third quarter 2012 non-GAAP diluted earnings per share was \$0.62, down \$0.05 compared to the prior year quarter. Non-GAAP earnings per share in the third quarter of 2012 excludes a loss on the sale of IDCG of \$14 million, restructuring charges of \$10 million, merger and strategic initiatives net gain of \$3 million, and special legal expenses of \$4 million. On a GAAP basis, net income attributable to NASDAQ OMX for the third quarter of 2012 was \$89 million, or \$0.52 per diluted share, compared with \$110 million, or \$0.61 per diluted share, in the prior year quarter.

"Our strategy to build a diversified franchise that generates substantial recurring revenues and cash flows, even against the backdrop of U.S. and Nordic equity volumes declining over 30 percent year-over-year, is clearly paying dividends," **said Bob Greifeld, CEO, NASDAQ OMX.**

Mr. Greifeld continued, "Despite the low level of trading activity, we remain focused on the factors that allow us to continue to win in our markets, and position us ideally for when a higher level of trading activity resumes. We continued to exercise disciplined expense control and continued to invest in our future through our "GIFT" internal investment program. This program has resulted in a variety of new initiatives this year, including our successful BX Options exchange introduction. We will continue to fund these innovative ideas, which drive organic growth and diversify our business into compelling adjacent markets."

Lee Shavel, NASDAQ OMX's EVP and Chief Financial Officer, said: "We are pleased that the cost reduction plan that we put in place in the first quarter has enabled us to deliver strong expense control, without sacrificing investment in our business. Our previously announced cost reduction plan is on track to reduce our cost base by a \$50 million run rate by the end of fiscal 2012. As a result of our ongoing efforts to manage the

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

expense base, we are reducing our fiscal 2012 operating expense guidance to \$922 to \$935 million, down from the previous range of \$935 to \$965 million. In addition to prudently managing our cost base, we continued to generate substantial capital and to execute on our strategy to deploy that capital effectively. Year-to-date, we have returned \$225 million to our shareholders through buybacks and \$43 million through our dividend program. As always, we approach our capital deployment initiatives with the goal of maximizing return on invested capital to deliver substantial value for our shareholders."

At September 30, 2012, the company had cash and cash equivalents of \$438 million and total debt of \$1,986 million, resulting in net debt of \$1,548 million. This compares to net debt of \$1,611 million at December 31, 2011. During the third quarter of 2012, the company repurchased 2.2 million shares of outstanding common stock under a share repurchase program, for a total of \$50 million. Since January 2009, we have repurchased \$1,122 million of outstanding common stock, representing 51.3 million shares at an average price of \$21.90.

BUSINESS HIGHLIGHTS

Market Services (66% of total net exchange revenues) - Net exchange revenues were \$269 million in the third quarter of 2012, down \$31 million when compared to the third quarter of 2011.

Cash Equities (11% of total net exchange revenues) – Total net cash equity trading revenues were \$47 million in the third quarter of 2012, down \$20 million compared to the third quarter of 2011. Trading volumes declined from the prior year period when the European debt crisis and the uncertainty surrounding the U.S. debt ceiling generated substantial market volatility and volumes.

Derivatives (18% of total net exchange revenues) – Total net derivative trading and clearing revenues were \$72 million in the third quarter of 2012, down \$12 million compared to the third quarter of 2011. The decline was primarily due to lower industry trading volumes in the U.S. and the Nordics, as well as an unfavorable impact from foreign exchange of \$2 million. This decline was partially offset by market share and revenue capture gains in our U.S. equity options business.

Access and Broker Services (16% of total net exchange revenues) – Access and broker services revenues totaled \$66 million, up \$1 million compared to the third quarter of 2011. The increase was primarily driven by the uptake of new products including 40G connectivity.

Market Data (21% of total net exchange revenues) – Total Market Data revenues of \$84 million reflect a \$1 million increase compared to the year ago quarter. The increase in Market Data revenues was driven by growth in U.S. proprietary products and pricing initiatives, partially offset by lower net revenues in U.S. tape plans and European data.

Issuer Services (23% of total net exchange revenues) – Revenues were \$93 million in the third quarter of 2012, up \$3 million compared to the third quarter of 2011. Corporate Solutions revenues increased \$6 million, driven by the acquisitions of BWise in May 2012 and Glide Technologies in October 2011 and growth in our Shareholder.com and GlobeNewswire products. The Global Index Group's revenues increased by \$1 million, or 8% year-over-year, driven by increased assets under management of licensed financial products.

Market Technology (11% of total net exchange revenues) – Revenues of \$47 million in the third quarter of 2012 increased \$1 million compared to the third quarter of 2011.

COST GUIDANCE – For the full year of 2012, total core operating expenses are expected to be in the range of \$865 million to \$873 million (down from prior core expense guidance of \$870 to \$890 million), plus \$32 million to \$36 million in incremental new initiative spending, and an additional \$25 million to \$26 million due to the BWise and NOS acquisitions, resulting in total operating expenses in the range of \$922 million to \$935 million, down from previous guidance of \$935 to \$965 million. This guidance excludes expenses related to the cost reduction plan and expenses for the proposed voluntary accommodation program and special legal expenses.

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 U.S. and Europe, we own and operate 23 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 99.99+% 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 \$6 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 (www.facebook.com/NASDAQ) and Twitter (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, net exchange revenues, 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 and 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.

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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)

		led	d			
	-	mber 30, 012	ne 30, 012	-	mber 30, 011	
Revenues:						
Market Services	\$	603	\$ 688	\$	808	
Cost of revenues:						
Transaction rebates		(250)	(299)		(390)	
Brokerage, clearance and exchange fees		(84)	 (100)		(118)	
Total cost of revenues		(334)	 (399)		(508)	
Total Market Services revenues less transaction rebates,						
brokerage, clearance and exchange fees		269	289		300	
Issuer Services		93	91		90	
Market Technology		47	 44		46	
Revenues less transaction rebates, brokerage,						
clearance and exchange fees		409	 424		436	
Operating Expenses:						
Compensation and benefits		113	113		118	
Marketing and advertising		6	6		4	
Depreciation and amortization		26	25		28	
Professional and contract services		24	23		21	
Computer operations and data communications		18	17		17	
Occupancy		22	23		23	
Regulatory		8	9		9	
Merger and strategic initiatives		(3)	1		3	
Restructuring charges General, administrative and other		10 15	17 15		- 18	
Total operating expenses		239	 249		241	
Operating income		170	 175		195	
Interest income		2	2		3	
Interest expense		(24)	(24)		(30)	
Loss on sale of business		(14)	-		-	
Asset impairment charges		_	(28)		-	
Income from unconsolidated investees, net		-	-		1	
Dividend and investment income		-	-		1	
Income before income taxes	1	134	 125		170	
Income tax provision		45	33		61	
Net income		89	 92		109	
Net loss attributable to noncontrolling interests		-	 1		1	
Net income attributable to NASDAQ OMX	\$	89	\$ 93	\$	110	
Basic and diluted earnings per share:						
Basic earnings per share	\$	0.53	\$ 0.55	\$	0.62	
Diluted earnings per share	\$	0.52	\$ 0.53	\$	0.61	
Cash dividends declared per common share	\$	0.13	\$ 0.13	\$	-	
Weighted-average common shares outstanding						
for earnings per share:						
Basic		166.2	169.4		177.1	
Diluted		170.5	173.4		180.9	

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

Th	led	
September 30, 2012	June 30, 2012	September 30, 2011
\$ 297	\$ 373	\$ 481
	()	(327) (111)
		(438)
		43
		43
47	52	67
110	103	121
(57)	(53)	(63)
(9)	(6)	(7)
(66)	(59)	(70)
44	44	51
		<u>33</u> 84
61	01	60
180	183	211
28	31	30
38	38	33
18	21	20
84	90	83
5	5	5
	11	1
269	289	300
28	28	30
10	10	10
	4	5
43		45
		14 18
		77
93	<u>91</u>	<u>13</u> 90
27	26	28
7	8	6
		<u>12</u> 46
<u> </u>		40
	September 30, 2012 \$ 297 (193) (75) (268) 29 18 47 110 (57) (99) (66) 44 28 72 61 180 28 28 38 18 84 5 - 269 269 28 38 18 84 5 - 269 249 10 5 43 12 43 12 43 12 43 12 79 14 93 27	$\begin{array}{c ccccccccccccccccccccccccccccccccccc$

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

	September 30, 2012	December 31 2011		
issets	(unaudited)			
Current assets:				
Cash and cash equivalents	\$ 438	\$ 506		
Restricted cash	81	34		
Financial investments, at fair value	157	279		
Receivables, net	327	308		
Deferred tax assets	16	16		
Default funds and margin deposits	194	17		
Open clearing contracts:				
Derivative positions, at fair value	-	1,566		
Resale agreements, at contract value	-	3,745		
Other current assets	116	110		
Total current assets	1,329	6,581		
Non-current restricted cash	25	97		
Property and equipment, net	203	193		
Non-current deferred tax assets	303	392		
Goodwill	5,286	5,061		
Intangible assets, net	1,645	1,648		
Other non-current assets	129	119		
Total assets	\$ 8,920	\$ 14,091		
Liabilities				
Current liabilities:				
Accounts payable and accrued expenses	\$ 149	\$ 164		
Section 31 fees payable to SEC	24	106		
Accrued personnel costs	86	132		
Deferred revenue	165	124		
Other current liabilities	115	112		
Deferred tax liabilities	27	27		
Default funds and margin deposits	194	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	805	6,038		
Debt obligations	1,941	2,072		
Non-current deferred tax liabilities	686	670		
Non-current deferred revenue	160	154		
Other non-current liabilities	192	171		
Total liabilities	3,784	9,105		
Commitments and contingencies				
Equity				
NASDAQ OMX stockholders' equity:				
Common stock	2	2		
Additional paid-in capital	3,804	3,793		
Common stock in treasury, at cost	(1,063)	(860)		
Accumulated other comprehensive loss	(222)	(350)		
Retained earnings	2,614_	2,391		
Total NASDAQ OMX stockholders' equity	5,135	4,976		
Noncontrolling interests	-,	10		
Total equity	5,136	4,986		
Total liabilities and equity	\$ 8,920	\$ 14,091		

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

	Three Months Ended					
	September 30 2012	о,	June 30, 2012		Septemb 201	
GAAP net income attributable to NASDAQ OMX:	\$ 8	39	\$ 9	3	\$	110
Non-GAAP adjustments:						
Income from open positions relating to the operations of the Exchange Asset impairment charges Loss on sale of business Restructuring charges Merger and strategic initiatives Extinguishment of debt Special legal expenses Other	1	- - 14 10 (3) - 4	(1 2 1 -	8		- - 3 6 -
Total non-GAAP adjustments	2	25	3	7		9
Adjustment to the income tax provision to reflect non-GAAP adjustments ⁽¹⁾ Significant tax adjustments, net Total non-GAAP adjustments, net of tax		10) <u>1</u> 16	(1 (1	6)		(3) 5 11
Non-GAAP net income attributable to NASDAQ OMX:	\$ 10	05	\$ 11	1	\$	121
GAAP diluted earnings per common share: Total adjustments from non-GAAP net income above	\$ 0.5 0.1		\$ 0.5 0.1		\$	0.61 0.06
Non-GAAP diluted earnings per common share:	\$ 0.6	52	\$ 0.6	4	\$	0.67

	 Three Months Ended						
	 nber 30, 012		ne 30, 2012	•	mber 30, 011		
GAAP operating income:	\$ 170	\$	175	\$	195		
Non-GAAP adjustments:							
Income from open positions relating to the operations of the Exchange Restructuring charges	- 10		(11) 17		-		
Merger and strategic initiatives Extinguishment of debt	(3)		1 -		3 6		
Special legal expenses Other	 4		- 2		-		
Total non-GAAP adjustments	 11		9		9		
Non-GAAP operating income:	\$ 181	\$	184	\$	204		

Total Non-GAAP revenues less transaction rebates, brokerage,				
clearance and exchange fees	\$ 409	\$ 413	\$ 436	5
Non-GAAP operating margin ⁽²⁾	44%	45%	479	%

(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, Revenues and Operating Expenses to Non-GAAP Net Income, Diluted Earnings Per Share, Operating Income, Revenues and Operating Expenses (in millions) (unaudited)

	Three Months Ended						
		September 30, 2012		ne 30, 012		mber 30, 011	
GAAP revenues less transaction rebates, brokerage, clearance and exchange fees:	\$	409	\$	424	\$	436	
Non-GAAP adjustments:							
Income from open positions relating to the operations of the Exchange		-		(11)		-	
Total non-GAAP adjustments		-		(11)		-	
Non-GAAP revenues less transaction rebates, brokerage, clearance and exchange fees:	\$	409	\$	413	\$	436	

	Three Months Ended								
	September 30, 2012		June 30, 2012			nber 30,)11			
GAAP operating expenses:	\$	239	\$	249	\$	241			
Non-GAAP adjustments:									
Restructuring charges		(10)		(17)		-			
Merger and strategic initiatives		3		(1)		(3)			
Extinguishment of debt		-		-		(6)			
Special legal expenses		(4)		-		-			
Other		-		(2)		-			
Total non-GAAP adjustments		(11)		(20)		(9)			
Non-GAAP operating expenses:	\$	228	\$	229	\$	232			

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

	Th	ł	
	September 30, 2012	June 30, 2012	September 30, 2011
Market Services Cash Equity Trading			
NASDAQ securities			
Total average daily share volume (in billions)	1.66	1.80	2.18
Matched market share executed on NASDAQ	25.2%	27.3%	28.0%
Matched market share executed on NASDAQ OMX BX	2.7%	2.9%	2.5%
Matched market share executed on NASDAQ OMX PSX	1.2%	1.6%	1.2%
Market share reported to the FINRA/NASDAQ			
Trade Reporting Facility	31.5%	31.4%	28.6%
Total market share (1)	60.6%	63.3%	60.2%
New York Stock Exchange, or NYSE, securities			
Total average daily share volume (in billions)	3.39	3.86	4.78
Matched market share executed on NASDAQ	12.8%	13.7%	14.3%
Matched market share executed on NASDAQ OMX BX	2.5%	2.7%	2.5%
Matched market share executed on NASDAQ OMX PSX	0.6%	0.9%	0.6%
Market share reported to the FINRA/NASDAQ			
Trade Reporting Facility	28.6%	29.1%	25.6%
Total market share (1)	44.6%	46.4%	43.0%
NYSE MKT and regional securities			
Total average daily share volume (in billions)	0.94	1.19	1.80
Matched market share executed on NASDAQ	16.1%	18.3%	19.9%
Matched market share executed on NASDAQ OMX BX	3.0%	2.9%	2.1%
Matched market share executed on NASDAQ OMX PSX	1.5%	2.4%	2.0%
Market share reported to the FINRA/NASDAQ			
Trade Reporting Facility	29.5%	28.1%	24.2%
Total market share ⁽¹⁾	50.1%	51.8%	48.2%
Total U.Slisted securities			
Total average daily share volume (in billions)	5.99	6.85	8.76
Matched share volume (in billions)	76.6	95.8	125.0
Matched market share executed on NASDAQ	16.8%	18.1%	120.0
Matched market share executed on NASDAQ OMX BX	2.7%	2.8%	2.4%
Matched market share executed on NASDAQ OMX PSX	0.9%	1.3%	1.1%
NASPAG ONV Nerdie and NASPAG ONV Politic Securities			
NASDAQ OMX Nordic and NASDAQ OMX Baltic Securities	204 7/4	369,680	400 / 50
Average daily number of equity trades Total average daily share volume (in billions)	284,764 \$ 3.2	369,680	422,658 \$ 5.1
Total market share	\$ 3.2 68.5%	\$ 4.4 67.8%	72.5%
	00.570	07.070	72.370
Derivative Trading and Clearing			
U.S. Equity Options			
Total industry average daily volume (in millions)	13.8	14.9	18.5
NASDAQ OMX PHLX matched market share	21.4%	19.6%	22.3%
The NASDAQ Options Market matched market share	5.2% 0.7%	5.6%	4.1%
NASDAQ OMX BX Options Market matched market share	0.7%	-	-
NASDAQ OMX Nordic and NASDAQ OMX Baltic			
Average daily volume:			
Options, futures and fixed-income contracts	371,230	431,154	491,968
Finnish option contracts traded on Eurex	70,211	92,616	65,716
NASDAQ OMX Commodities			
Clearing Turnover:			
Power contracts (TWh) ⁽²⁾	384	346	416
Carbon contracts (1000 tCO2) ⁽²⁾	5,009	6,951	15,511
	5,007	0,701	10,011
Issuer Services			
Initial public offerings			
NASDAQ	17	15	16
Exchanges that comprise NASDAQ OMX Nordic and NASDAQ OMX Baltic	1	-	2
New listings			
NASDAQ ⁽³⁾	40	29	33
Exchanges that comprise NASDAQ OMX Nordic and NASDAQ OMX Baltic (4)	4	2	5
Number of listed companies NASDAQ ⁽⁵⁾	0 / 10	0 / 0/	0.747
Exchanges that comprise NASDAQ OMX Nordic and NASDAQ OMX Baltic ⁽⁶⁾	2,610	2,636	2,717
Exchanges that comprise INASDAQ ONIX NOTOR and INASDAQ ONX BAILIC	754	759	771
Market Technology			
Order intake (in millions) ⁽⁷⁾	\$ 31	\$ 77	\$ 35
Total order value (in millions) ⁽⁸⁾	\$ 523	\$ 529	\$ 473

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.
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).
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.
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.
Number of listed companies for NASDAQ OMX Shot Companies (ASDAQ OMX Nordic and NASDAQ OMX Baltic and companies on the alternative markets of the exchanges that comprise NASDAQ OMX Baltic and companies on the alternative markets of NASDAQ OMX First North at period end, including separately listed ETFs.
Represents companies first North at period end.
Total contract value of orders signed during the period.
Represents total contract value of orders signed that are yet to be recognized as revenue.