

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

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**FORM 8-K**

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**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 16, 2007**

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**THE NASDAQ STOCK MARKET, INC.**

(Exact name of registrant as specified in its charter)

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**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**

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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 16, 2007, The Nasdaq Stock Market, Inc. (“Nasdaq”) issued a press release providing preliminary financial results for the first quarter of 2007. 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.

The information set forth under “Item 2.02 Results of Operations and Financial Condition” is intended to be furnished pursuant to Item 2.02. 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’s filings under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press release dated April 16, 2007.

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 16, 2007

THE NASDAQ STOCK MARKET, INC.

By: /s/ Edward S. Knight

Edward S. Knight

Executive Vice President and General Counsel



## Press Release

The Nasdaq Stock Market, Inc.  
One Liberty Plaza  
New York, New York 10006

For Release: April 16, 2007  
Media Contact: Bethany Sherman, NASDAQ  
212.401.8714  
Investor Contact: Vincent Palmiere, NASDAQ  
212.401.8742

### NASDAQ ANNOUNCES PRELIMINARY FIRST QUARTER 2007 RESULTS

New York, N.Y.—The Nasdaq Stock Market, Inc. (“NASDAQ<sup>®</sup>”; Nasdaq: NDAQ), announced today its preliminary results for the first quarter 2007.

For the quarter, NASDAQ expects net income to be \$18.3 million, or \$0.14 per diluted share. Operating income is expected to be \$81.4 million and gross margin to be \$192.1 million. Expected to be included in first quarter results are \$24.9 million in acquisition related charges associated with NASDAQ’s offer for the London Stock Exchange.

David Warren, NASDAQ’s Chief Financial Officer commented, “We are extremely pleased with our first quarter operating results, especially with the increase in operating income. These results demonstrate our ability to successfully execute a plan to drive growth in our business.”

Mr. Warren continued, “Based on the lapse of our offer for the London Stock Exchange in February 2007, it was determined that previously discussed costs incurred as a result of our bid be expensed in the first quarter 2007. These expenses will have the impact of reducing diluted earnings per share by \$0.10 per share for the quarter.”

As previously announced NASDAQ will release final first quarter 2007 results on Thursday, April 19, 2007. Conference call information can be found at the NASDAQ Investor Relations website at <http://ir.nasdaq.com/>.

NASDAQ<sup>®</sup> is the largest electronic 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 category-defining companies that are leaders across all areas of business including technology, retail, communications, financial services, transportation, media and biotechnology industries. For more information about NASDAQ, visit the NASDAQ Web site at [www.nasdaq.com](http://www.nasdaq.com) or the NASDAQ Newsroom<sup>SM</sup> at [www.nasdaqnews.com](http://www.nasdaqnews.com). NDAQF

#### *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. These forward-looking statements include projections about our future financial results. The Nasdaq Stock Market, Inc. 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. These 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, quarterly reports on Form 10-Q, 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. 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.