
**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): June 4, 2013 (June 4, 2013)

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 10006
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: +1 212 401 8700

No change since last report
(Former Name or 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 8.01. Other Events.

On June 4, 2013, The NASDAQ OMX Group, Inc. issued (i) a press release announcing its intention to commence a public offering of Euro-denominated senior notes due 2021 pursuant to an effective shelf registration statement filed with the U.S. Securities and Exchange Commission (the "Offering"), and (ii) a press release announcing the pricing of €600 million aggregate principal amount of its 3.875% senior notes due 2021 (the "Senior Notes") pursuant to the Offering, at a public offering price of 99.831% of the principal amount of the Senior Notes. A copy of the press release announcing the proposed Offering is filed herewith as Exhibit 99.1 and a copy of the press release announcing the pricing of the Offering is filed herewith as Exhibit 99.2 and each press release is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed as part of this Current Report on Form 8-K:

<u>Exhibit Number</u>	<u>Description</u>
99.1	The NASDAQ OMX Group, Inc. Press Release Announcing the Launch of the Offering, dated June 4, 2013
99.2	The NASDAQ OMX Group, Inc. Press Release Announcing the Pricing of the Offering, dated June 4, 2013

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: June 4, 2013

THE NASDAQ OMX GROUP, INC.

By: /s/ Edward S. Knight

Name: Edward S. Knight

Title: Executive Vice President and
General Counsel

June 4, 2013

NASDAQ OMX Announces Proposed Senior Notes Offering

NEW YORK, June 4, 2013 (GLOBE NEWSWIRE) — The NASDAQ OMX Group, Inc. (Nasdaq:NDAQ) today announced that it plans to commence a public offering of Euro-denominated senior notes due 2021 pursuant to an effective shelf registration statement filed with the U.S. Securities and Exchange Commission, or SEC. The NASDAQ OMX Group, Inc. intends to use the net proceeds from the offering, together with cash on hand and/or borrowings under the revolving portion of its senior credit facility, to fund the consideration for the previously announced acquisition of the eSpeed platform and related expenses and for general corporate purposes, which may include the repayment of indebtedness.

The exact terms and timing of the offering will depend upon market conditions and other factors.

Deutsche Bank AG, London Branch, Merrill Lynch International, Mizuho International plc and Skandinaviska Enskilda Banken AB (publ) will act as bookrunners for the offering.

The offering is being made solely by means of a prospectus supplement and accompanying prospectus, which have been or will be filed with the SEC. Before investing, the prospectus supplement and accompanying prospectus should be read, as well as other documents the company has filed or will file with the SEC for a more complete understanding of The NASDAQ OMX Group, Inc. and the offering. These documents are available for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, copies may be obtained by contacting Deutsche Bank AG, London Branch at Winchester House, 1 Great Winchester Street, London EC2N 2DB, Telephone: (800) 503-4611, Email: prospectus.CPDG@db.com or Merrill Lynch International at 2 King Edward Street, London EC1A 1HQ, Attn: Syndicate Desk, Telephone: (800) 294-1322, Email: dg.prospectus_requests@baml.com.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Cautionary Note Regarding Forward-Looking Statements

The matters described herein contain forward-looking statements that are made under the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements about the proposed offering, NASDAQ OMX's acquisition of the eSpeed platform, the implementation dates of these transactions, NASDAQ OMX's plans, objectives, expectations and intentions and other statements that are not historical facts. We caution that these statements are not guarantees of future performance. Actual results may differ materially from those expressed or implied in the forward-looking statements. 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 factors detailed in NASDAQ OMX's annual report on Form 10-K, and periodic reports filed with the SEC. We undertake no obligation to release any revisions to any forward-looking statements.

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June 4, 2013

NASDAQ OMX Prices €600,000,000 Senior Notes Offering

NEW YORK, June 4, 2013 (GLOBE NEWSWIRE) — The NASDAQ OMX Group, Inc. (Nasdaq:NDAQ) today announced that it priced a public offering of €600,000,000 aggregate principal amount of Euro-denominated 3.875% senior notes due 2021. The NASDAQ OMX Group, Inc. intends to use the net proceeds from the offering, together with cash on hand and/or borrowings under the revolving portion of its senior credit facility, to fund the consideration for the previously announced acquisition of the eSpeed platform and related expenses and for general corporate purposes, which may include the repayment of indebtedness.

Deutsche Bank AG, London Branch, Merrill Lynch International, Mizuho International plc and Skandinaviska Enskilda Banken AB (publ) are acting as bookrunners for the offering.

The offering is being made solely by means of a prospectus supplement and accompanying prospectus, which have been or will be filed with the SEC. Before investing, the prospectus supplement and accompanying prospectus should be read, as well as other documents the company has filed or will file with the SEC for a more complete understanding of The NASDAQ OMX Group, Inc. and the offering. These documents are available for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, copies may be obtained by contacting Deutsche Bank AG, London Branch at Winchester House, 1 Great Winchester Street, London EC2N 2DB, Telephone: (800) 503-4611, Email: prospectus.CPDG@db.com or Merrill Lynch International at 2 King Edward Street, London EC1A 1HQ, Attn: Syndicate Desk, Telephone: (800) 294-1322, Email: dg.prospectus_requests@baml.com.

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Cautionary Note Regarding Forward-Looking Statements

The matters described herein contain forward-looking statements that are made under the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements about the offering, NASDAQ OMX's acquisition of the eSpeed platform, the implementation dates of these transactions, NASDAQ OMX's plans, objectives, expectations and intentions and other statements that are not historical facts. We caution that these statements are not guarantees of future performance. Actual results may differ materially from those expressed or implied in the forward-looking statements. 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 factors detailed in NASDAQ OMX's annual report on Form 10-K, and periodic reports filed with the SEC. We undertake no obligation to release any revisions to any forward-looking statements.

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