
**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): May 29, 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**
(Address of principal executive offices)

10006
(Zip code)

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

No change since last report
(Former Name or Former 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 May 29, 2013, the U.S. Securities and Exchange Commission announced that it approved an offer of settlement with The NASDAQ Stock Market LLC and NASDAQ Execution Services, LLC, two wholly owned subsidiaries of The NASDAQ OMX Group, Inc. (“NASDAQ OMX”), in connection with issues principally involving the initial public offering of Facebook, Inc. in May 2012. On May 29, 2013, NASDAQ OMX issued an open letter from Robert Greifeld, NASDAQ OMX’s Chief Executive Officer, relating to the settlement. A copy of the open letter is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Open letter from NASDAQ OMX CEO Robert Greifeld dated May 29, 2013.



May 29, 2013

An Open Letter from NASDAQ OMX CEO Robert Greifeld

With our settlement today with the Securities and Exchange Commission over issues principally involving the initial public offering of Facebook last May, I felt it important on behalf of all of us at NASDAQ to reach out to our customers, partners, market participants and other constituents with whom we collaborate every day. The settlement is another important step forward and follows the Commission's approval in April of our plan to accommodate investors.

Prior to May 18, 2012, NASDAQ had conducted more than a hundred IPOs using the same or similarly designed systems, without incident. While we prepared extensively for the Facebook initial public offering, including thorough tests of our systems with member firms, the challenges we encountered that day were unprecedented.

In the last year, we have carefully reviewed these events. As market leaders, we view our experiences as opportunities to learn and improve. As part of our commitment to continually improve, we have met with many market participants, engaged leading consultants, and closely examined the way we execute initial public offerings. We have also strengthened our resolve to deliver the innovation and excellence that have been the foundation of our heritage for the last 40 years.

Through our years of focus on continuous improvement NASDAQ has compiled a consistent track record, maintaining open, reliable markets with 99.999 percent uptime. Fostering a culture that rewards excellence and promotes taking all necessary steps to keep the markets fair, orderly, and well-functioning, we have contributed to the resiliency of our global capital markets during some of the most challenging circumstances.

Additionally, we have put in place innovative safeguards and taken a number of steps to help ensure that NASDAQ continues to deliver the world's best trading technology.

Among the steps we have taken:

- Within technology, we created dedicated positions for Chief Information Officer and Global Head of Market Systems, and filled those important jobs with widely respected and experienced executives;
- We changed our IPO and opening and closing crosses;
- We deployed new global processes for changing our technology; and

- We established a dedicated engineering team to monitor and analyze daily system performance, and a new quality assurance organization focused on testing our trading systems.

By the end of this year, after a thorough review by the Exchange's Board of Directors and executives, we will certify our compliance with each of the commitments we made to the SEC, many of which we have already completed as outlined above.

Our capital markets are the best in the world. We have some of the most capable people in the business developing the most innovative technology, reliably serving the needs of investors every day. To underscore this point, NASDAQ has handled 77 IPOs and raised \$7.99 billion in capital for our listed companies and their investors since last May.

We will continue to devote significant resources to improve the safety, soundness, and reliability of our markets. We recognize that the cornerstone of a market is investor confidence. As such, our mission remains: developing the best technology, and operating the most reliable and efficient marketplaces in the world – every day.

Robert Greifeld

Chief Executive Officer

The NASDAQ OMX Group, Inc.