

**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 21, 2020 (May 19, 2020)

Nasdaq, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38855
(Commission
File Number)

52-1165937
(I.R.S. Employer
Identification No.)

**151 W. 42nd Street,
New York, New York**
(Address of principal executive offices)

10036
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	NDAQ	The Nasdaq Stock Market
0.875% Senior Notes due 2030	NDAQ30	The Nasdaq Stock Market
1.75% Senior Notes due 2029	NDAQ29	The Nasdaq Stock Market
1.75% Senior Notes due 2023	NDAQ23	The Nasdaq Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of shareholders of Nasdaq, Inc. (the “Company”) held on May 19, 2020, the shareholders took the following actions: (i) elected each of the Company’s ten nominees for director to serve for terms of one year and until their successors are duly elected and qualified, (ii) approved the Company’s executive compensation on an advisory basis, (iii) approved the Employee Stock Purchase Plan, as amended and restated, (iv) ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020 and (v) did not approve the shareholder proposal entitled “Adopt a New Shareholder Right – Written Consent.”

The table below shows the voting results, which exclude excess shares that were ineligible to vote as a result of the 5% voting limitation in the Company’s Amended and Restated Certificate of Incorporation, as amended.

	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
Proposal 1: Election of Directors				
Melissa M. Arnoldi	102,942,041	1,293,790	39,828	5,314,902
Charlene T. Begley	102,881,411	1,353,769	40,479	5,314,902
Steven D. Black	102,219,009	2,013,013	43,637	5,314,902
Adena T. Friedman	104,209,824	39,568	26,267	5,314,902
Essa Kazim	102,926,702	1,302,073	46,884	5,314,902
Thomas A. Kloet	103,442,546	791,770	41,343	5,314,902
John D. Rainey	102,938,895	1,293,250	43,514	5,314,902
Michael R. Splinter	101,249,493	2,984,256	41,910	5,314,902
Jacob Wallenberg	98,338,333	5,895,197	42,129	5,314,902
Alfred W. Zollar	102,912,763	1,319,850	43,046	5,314,902
Proposal 2: Approval of the Company’s Executive Compensation on an Advisory Basis	101,041,078	3,189,696	44,885	5,314,902
Proposal 3: Approval of the Employee Stock Purchase Plan, as Amended and Restated	104,121,907	114,889	38,863	5,314,902
Proposal 4: Ratification of the Appointment of Ernst & Young LLP as the Company’s Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2020	105,038,447	4,515,859	36,255	0
Proposal 5: Shareholder Proposal – “Adopt a New Shareholder Right - Written Consent”	36,569,406	67,598,444	107,809	5,314,902

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 21, 2020

NASDAQ, INC.

By: /s/ John A. Zecca

Name: John A. Zecca

Title: Executive Vice President and Chief Legal Officer