

NASDAQ OMX GROUP, INC.
 Form 5
 March 27, 2012

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
 Borse Dubai LTD

2. Issuer Name and Ticker or Trading Symbol
 NASDAQ OMX GROUP, INC.
 [NDAQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

PO BOX, 506690, LEVEL 7,
 PRECINCT BUILDING
 5, GATE DISTRICT, DIFC

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

DUBAI, C0

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock, Par Value \$0.01 Per Share	06/23/2011		J4 ⁽¹⁾	17,660,367 A	\$ 0 ⁽²⁾ 29,780,515 ⁽³⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Borse Dubai LTD PO BOX, 506690, LEVEL 7 PRECINCT BUILDING 5,GATE DISTRICT, DIFC DUBAI, C0	Â	Â X	Â	Â
Investment CORP of Dubai P.O. BOX 333888 DUBAI, C0	Â	Â X	Â	Â

Signatures

/s/ Khalifa Al Daboos, Director for INVESTMENT CORPORATION OF DUBAI 03/27/2012
 **Signature of Reporting Person Date

/s/ Essa Kazim, Chairman for BORSE DUBAI LIMITED 03/27/2012
 **Signature of Reporting Person Date

/s/ Abdulaziz Al Muhairi, Director for BORSE DUBAI LIMITED 03/27/2012
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Pursuant to a letter of instruction and cancellation dated June 23, 2011 ("Letter of Instruction"), the Reporting Person directly acquired 17,660,367, or 10.2%, of the outstanding shares of the Issuer which were previously indirectly beneficially owned by it through Borse Dubai Nasdaq Share Trust (the "Trust"), of which Borse Dubai is the sole beneficial owner, increasing the Reporting Person's beneficial ownership from 7.0% to 17.2%. The transfer of such shares was agreed to by the Issuer pursuant to the Letter of Instruction.
- (2)

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The Trust, transferred all 17,660,367 outstanding shares of the Issuer to Borse Dubai as part of the refinancing of a facility agreement, whereby the outstanding shares were transferred directly from Nomura International plc (who held them as custodian) to Borse Dubai. As a result, the Trust was therefore dissolved following the transfer of its outstanding shares from Nomura International plc directly to Borse Dubai. Other than the payment of all liabilities of the Trust (such as fees and expenses), no other consideration was paid by Borse Dubai to the Trust for the transfer of the 17,660,367 outstanding shares.

- (3) Investment Corporation of Dubai is the majority shareholder of Borse Dubai Limited. Investment Corporation of Dubai is therefore deemed to have beneficial ownership of all of the Non-Derivative Securities and Derivative Securities held by Borse Dubai Limited. Borse Dubai Limited has direct beneficial ownership of 29,780,515 Shares.

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Remarks:

ExhibitÂ 99.1Â SignatureÂ (filedÂ herewith),Â whichÂ isÂ incorporatedÂ hereinÂ byÂ reference.

ExhibitÂ 99.2Â JointÂ FilingÂ AgreementÂ (filedÂ herewith),Â whichÂ isÂ incorporatedÂ hereinÂ byÂ reference.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.