

NASDAQ OMX GROUP, INC.  
Form 8-K  
May 29, 2013

**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.)

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**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))

**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.

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

The NASDAQ OMX Group, Inc.

Dated: May 29, 2013

By: */s/* EDWARD S. KNIGHT  
**Edward S. Knight**

**Executive Vice President and General Counsel**