

NASDAQ OMX GROUP, INC.  
Form 8-K  
May 16, 2011

**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 16, 2011

**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)

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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 16, 2011, The NASDAQ OMX Group, Inc. ( NASDAQ OMX ) and IntercontinentalExchange, Inc. ( ICE ) issued a joint press release announcing that following discussions with the Antitrust Division of the U.S. Department of Justice, they are withdrawing the joint proposal they made in April 2011 to acquire NYSE Euronext and will not commence the previously announced exchange offer to acquire all of the outstanding shares of NYSE Euronext. NASDAQ OMX and ICE made the decision to withdraw their proposal when it became clear that they would not be successful in securing regulatory approval for their joint proposal. The press release is attached as Exhibit 99.1 to this Current Report and is incorporated herein by reference. NASDAQ OMX assumes no obligation to update this Current Report.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Exhibit Description</b>
99.1	NASDAQ OMX and ICE Joint Press Release, dated May 16, 2011.

**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: May 16, 2011

THE NASDAQ OMX GROUP, INC.

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

**Executive Vice President and**

**General Counsel**

**INDEX TO EXHIBITS**

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