

NASDAQ OMX GROUP, INC.  
Form SC TO-C  
June 14, 2010

# **SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

## **SCHEDULE TO**

**(Rule 13e-4)**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934**

## **The NASDAQ OMX Group, Inc.**

**(Name of Subject Company (Issuer) and Filing Person (Offeror))**

**Options to Purchase Common Stock, \$.01 par value per share**

**(Title of Class of Securities)**

**631103108**

**(CUSIP Number of Class of Securities Underlying Common Stock)**

**Edward S. Knight**

**Executive Vice President and General Counsel**

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**The NASDAQ OMX Group, Inc.**

**One Liberty Plaza**

**New York, New York 10006**

**+1 212 401 8700**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)**

*Copies to:*

**Craig A. Roeder**

**Christopher M. Bartoli**

**Baker & McKenzie LLP**

**One Prudential Plaza, Suite 3500**

**130 East Randolph Drive**

**Chicago, IL 60601**

**(312) 861-8000**

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**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
Not applicable\*

**Amount of Filing Fee**  
Not applicable\*

\* Pursuant to General Instruction D to Schedule TO, a filing fee is not required in connection with this filing as it contains only preliminary communications made before the commencement of a tender offer.

.. Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable.  
Form or Registration No.: Not applicable.

Filing party: Not applicable.  
Date filed: Not applicable.

x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.  
Check the appropriate boxes below to designate any transactions to which the statement relates:

.. third party tender offer subject to Rule 14d-1.

x issuer tender offer subject to Rule 13e-4.

.. going-private transaction subject to Rule 13e-3.

.. amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ..

This filing contains only preliminary communications made before the commencement of an anticipated tender offer to allow eligible employees of The NASDAQ OMX Group, Inc. (the Company) that hold certain eligible stock options to exchange their stock options for replacement stock options (the Option Exchange Program).

Attached are (i) an email communication, dated June 14, 2010, from William H. Morgan, the Company's Senior Vice President, Human Resources, to the employees of the Company describing the implementation of the Company's proposed Option Exchange Program and (ii) a Q&A document about the proposed Option Exchange Program, which was posted to the Company's Intranet website on June 14, 2010.

**NASDAQ OMX has not initiated the Option Exchange Program. Even though stockholder approval has been obtained, the Company may still decide not to implement the Option Exchange Program or to delay its implementation. If the Option Exchange Program is commenced, NASDAQ OMX will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission (SEC). Persons who may be eligible to participate in the Option Exchange Program should read the Tender Offer Statement and other related materials when they become available because they will contain important information about the Option Exchange Program. NASDAQ OMX will deliver the Option Exchange Program documents to all eligible employees free of charge when the Option Exchange Program commences, and NASDAQ OMX's stockholders and option holders will be able to obtain these written materials and other documents filed by NASDAQ OMX with the SEC free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov).**

**ITEM 12. EXHIBITS.**

**EXHIBIT**

**NUMBER**

**DESCRIPTION**

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|------|--|
| 99.1 | E-mail communication to all NASDAQ OMX employees, dated June 14, 2010, from William H. Morgan, Senior Vice President, Human Resources of NASDAQ OMX. |
| 99.2 | Q&A document about the proposed Option Exchange Program, dated June 14, 2010.  |