

NASDAQ, INC.  
Form 8-K  
January 31, 2017

**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): January 31, 2017 (January 30, 2017)**

**Nasdaq, 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** **10006**  
**(Address of principal executive offices)** **(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 2.02. Results of Operations and Financial Condition.**

On January 31, 2017, Nasdaq, Inc. ( Nasdaq ) issued a press release providing financial results for the fourth quarter and full fiscal year of 2016. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 2.06. Material Impairments.**

On January 30, 2017, Nasdaq s board of directors approved a pre-tax, non-cash charge of \$578 million for the write-off of the eSpeed trade name following the rebranding of the U.S. Treasury business in conjunction with new leadership and an evolution of the strategy to better respond to continued business challenges. The charge did not impact the company s consolidated cash flows, liquidity or capital resources. Nasdaq does not expect that this charge will result in material future cash expenditures.

***Cautionary Note Regarding Forward-Looking Statements***

*The matters described herein may contain forward-looking statements that are made under the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements about the rebranding of the U.S. Treasury business and the non-cash charge relating thereto. We caution that these statements are not guarantees of future performance. Actual results may differ materially from those expressed or implied in the forward-looking statements. Forward-looking statements involve a number of risks, uncertainties or other factors beyond Nasdaq s control. These factors include, but are not limited to, factors detailed in Nasdaq s annual report on Form 10-K, and periodic reports filed with the U.S. Securities and Exchange Commission. We undertake no obligation to release any revisions to any forward-looking statements.*

**Item 7.01. Regulation FD Disclosure.**

On January 31, 2017, Nasdaq posted slides to be used in its earnings presentation for the fourth quarter and full fiscal year of 2016 on its website at <http://ir.nasdaq.com/>.

**Item 8.01 Other Events.**

On January 31, 2017, Nasdaq issued a press release announcing the declaration of a quarterly cash dividend. A copy of the press release is attached as Exhibit 99.2 to this Current Report on Form 8-K 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	Press release dated January 31, 2017 relating to financial results for the fourth quarter and full fiscal year of 2016.
99.2	Press release dated January 31, 2017 relating to the declaration of a quarterly cash dividend.

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The information set forth under Item 2.02 Results of Operations and Financial Condition and Item 7.01 Regulation FD Disclosure is intended to be furnished pursuant to Item 2.02 and Item 7.01, respectively. Such information, including Exhibit 99.1, shall not be deemed filed for purposes of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference into any of Nasdaq's filings under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

**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: January 31, 2017

Nasdaq, Inc.

By:

/s/ EDWARD S. KNIGHT

**Edward S. Knight**

**Executive Vice President and General Counsel**