

NASDAQ OMX GROUP, INC.
Form 4
December 17, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

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. Date of Earliest Transaction (Month/Day/Year)
12/16/2010

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

P.O. BOX 506690, LEVEL 7,
PRECINCT BUILDING 5, GATE
DIST.

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

D.I.F.C., DUBAI, C0

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V | Amount | Price | |
| Common Stock | 12/16/2010 ⁽¹⁾ | | S | 22,781,000 | \$ 21.82 | D | |
| Common Stock | 12/16/2010 ⁽³⁾ | | S | 8,000,000 | \$ 21.71 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474
(9-02)

displays a currently valid OMB control number.

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. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (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 P.O. BOX 506690 LEVEL 7, PRECINCT BUILDING 5, GATE DIST. D.I.F.C., DUBAI, C0 | | X | | |
| Investment CORP of Dubai P.O. BOX 333888 DUBAI, C0 | | X | | |

Signatures

/s/ By: Essa Kazim, Chairman of Borse Dubai Limited 12/17/2010
 __Signature of Reporting Person Date

/s/ By: Marwan Lutfi, Director of Borse Dubai Limited 12/17/2010
 __Signature of Reporting Person Date

/s/ By: Khalifa Al Daboos, Director of Investment Corporation of Dubai 12/17/2010
 __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) On December 16, 2010, Borse Dubai Limited ("Borse Dubai") entered into a Redemption and Sale Agreement (the "Redemption and Sale Agreement") with The NASDAQ OMX Group, Inc. ("Nasdaq"), setting forth the terms and conditions of the redemption

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by Nasdaq, and sale by Borse Dubai, of 22,781,000 shares of Nasdaq common stock (the "Shares") at a price of \$21.82 per Share (the "Purchase Price" and such transaction, the "Redemption and Sale"). Under the terms of the Redemption and Sale Agreement, the closing of the Redemption and Sale will take place on December 21, 2010.

- (2) Investment Corporation of Dubai is the majority shareholder of Borse Dubai. 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. 12,120,148 Shares are held directly by Borse Dubai, after giving effect to the Redemption and Sale and the Purchase and Sale (as defined below). 17,660,367 Shares are held directly by Borse Dubai Nasdaq Share Trust (the "Trust"), of which Borse Dubai is the sole beneficial owner. As the sole beneficial owner of the Trust, Borse Dubai is therefore deemed to have indirect beneficial ownership of all the Shares held by the Trust. Borse Dubai is the direct and indirect beneficial owner of 29,780,515 Shares.

- (3) On December 16, 2010, Borse Dubai entered into a Purchase and Sale Agreement (the "Purchase and Sale Agreement") with Nomura International plc ("Nomura"), setting forth the terms and conditions of the purchase by Nomura and sale by Borse Dubai, of 8,000,000 Shares at the Purchase Price less an arrangement fee (the "Purchase and Sale"). Under the terms of the Purchase and Sale Agreement, the closing of the Purchase and Sale will take place on December 21, 2010, simultaneously with the closing of the Redemption and Sale.

Remarks:

Exhibit 99.1 Signature (filed herewith), which is incorporated herein by reference.

Exhibit 99.2 Joint Filing Agreement (filed herewith), which is incorporated herein by reference.

Note: File three copies of this Form, one of which must be manually signed. If space 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.