

NASDAQ, INC.  
Form 4  
June 02, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GREIFELD ROBERT**

(Last) (First) (Middle)

**ONE LIBERTY PLAZA**

(Street)

**NEW YORK, NY 10006**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**NASDAQ, INC. [NDAQ]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/31/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) **CEO**

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

**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 Beneficial Ownership (Instr. 4) |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                          |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock, par value \$0.01 per share | 05/31/2016                           |                                                    | M                              |                                                                   | 50,000 | A          | \$ 35.92                                                                                      | 1,040,093                                                | D                                                     |
| Common Stock, par value \$0.01 per share | 05/31/2016                           |                                                    | S                              |                                                                   | 50,000 | D          | \$ 65.54 <sup>(1)</sup>                                                                       | 990,093                                                  | D                                                     |
| Common Stock, par value \$0.01 per share | 06/01/2016                           |                                                    | M                              |                                                                   | 50,000 | A          | \$ 35.92                                                                                      | 1,040,093                                                | D                                                     |

# Edgar Filing: NASDAQ, INC. - Form 4

Common  
Stock, par  
value \$0.01  
per share

06/01/2016

S 50,000 D 65.49 990,093 <sup>(3)</sup> D

(2)

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 displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount or<br>Number of<br>Shares                           |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 35.92                                                           | 05/31/2016                              |                                                             | M                                    | 50,000                                                                                                       | <u>(4)</u> 12/13/2016                                          | Common<br>Stock 50,000                                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 35.92                                                           | 06/01/2016                              |                                                             | M                                    | 50,000                                                                                                       | <u>(4)</u> 12/13/2016                                          | Common<br>Stock 50,000                                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 21.31                                                           |                                         |                                                             |                                      |                                                                                                              | <u>(4)</u> 06/30/2019                                          | Common<br>Stock 900,000                                             |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                            | Director      | 10% Owner | Officer | Other |
| GREIFELD ROBERT<br>ONE LIBERTY PLAZA<br>NEW YORK, NY 10006 | X             |           | CEO     |       |

## Signatures

/s/ Edward S. Knight, by power of  
attorney

06/02/2016

\_\_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) The price reported in this box is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.50 to \$65.62, inclusive. The reporting person undertakes to provide to Nasdaq, any security holder of Nasdaq or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1) to this Form 4.

(2) The price reported in this box is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.42 to \$65.59, inclusive. The reporting person undertakes to provide to Nasdaq, any security holder of Nasdaq or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.

(3) Represents (i) 338,052 shares of common stock acquired upon exercise of vested stock options, (ii) 126,889 vested shares of restricted stock, (iii) 523,992 vested shares underlying PSUs and (iv) 1,160 shares purchased under the Employee Stock Purchase Plan.

(4) Options exercisable as to 100%.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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