

NASDAQ STOCK MARKET INC
Form SC 13D/A
September 21, 2007

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

The Nasdaq Stock Market, Inc.

(Name of Issuer)

Common Stock (par value \$0.01 per share)

(Title of Class of Securities)

63110318

(CUSIP Number)

Magnus Billing, Esq.

OMX AB

Tullvaktsvägen 15

105 78 Stockholm, Sweden

(46) 8-405-60-00

Copies to:

Christopher E. Austin, Esq.

Cleary Gottlieb Steen & Hamilton LLP

One Liberty Plaza

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New York, NY 10006

(212) 225-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 20, 2007

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 67072V103 13D

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 OMX AB
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Sweden

7 SOLE VOTING POWER
 NUMBER OF SHARES 0

8 SHARED VOTING POWER
 BENEFICIALLY OWNED BY 14,834,919

9 SOLE DISPOSITIVE POWER
 EACH REPORTING PERSON 0

10 SHARED DISPOSITIVE POWER
 WITH 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 14,834,919

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 10.3%

14 TYPE OF REPORTING PERSON

CO

2



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This Amendment No. 2 (Amendment No. 2) to Schedule 13D amends and supplements the statement on Schedule 13D originally filed on June 4, 2007 (as amended, the Schedule 13D), as amended by Amendment No. 1 to the Schedule 13D filed on August 29, 2007, relating to the common stock, par value \$0.01 per share (the Common Stock), of The Nasdaq Stock Market, Inc., a Delaware corporation (the Issuer). The principal executive offices of the Issuer are located at One Liberty Plaza, New York, NY 10006. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

The responses to Item 4 (Purpose of Transaction), Item 6 (Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer) and Item 7 (Material to be filed as Exhibits) are hereby amended as follows.

Item 4. Purpose of Transaction.

The response set forth in Item 4 of the Schedule 13D is hereby amended by adding to the end of Item 4 the following:

On September 20, 2007, the Issuer and Borse Dubai announced that they had come to an agreement regarding their respective offers for the outstanding shares of OMX.

In connection with the foregoing, OMX executed a Supplement, dated September 20, 2007 (the Supplement), to the Transaction Agreement. Pursuant to the Supplement, OMX waived its rights under the nonsolicitation, no-shop and standstill provisions of the Transaction Agreement with respect to the transactions contemplated by the Issuer's September 20, 2007 press announcement. In addition, the Supplement amends certain governance arrangements in the Transaction Agreement. The foregoing description of the Supplement is qualified in its entirety by reference to the Supplement included as Exhibit 99.6 to this Statement.

On September 20, 2007, OMX issued a press release announcing that the board of directors of OMX had noted the joint announcement by the Issuer and Borse Dubai and the OMX board of directors would consider the proposed structure in due course. A copy of the press release is attached hereto as Exhibit 99.7 and is incorporated herein by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The response set forth in Item 6 of the Schedule 13D is hereby amended by adding to the end of Item 6 the following:

Exhibit 99.6 is incorporated herein by reference.

Item 7. Material to be filed as Exhibits.

The response set forth in Item 7 of the Schedule 13D is hereby amended by adding to the end of Item 7 the following:

99.6 Supplement dated September 20, 2007.

99.7 Press release dated September 20, 2007.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: September 21, 2007

OMX AB

By: /s/ Magnus Billing
Name: Magnus Billing
Title: General Counsel