SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G/A (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) and (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

AMENDMENT NO. 1

	THE NASDA	Q STOCK MARKET, INC.	
	(Na	me of Issuer)	
	COMMON STOCK,	PAR VALUE \$.01 PER SHARE	
	(Title of	Class of Securities)	
		631103108	
		USIP Number)	
	FI	EB. 14, 2005	
(Date	of Event Which R	equires Filing of this Statement)	
Check the appropria is filed:	te box to designa	ate the rule pursuant to which this	s Schedule
	[]	Rule 13d-1(b)	
	[]	Rule 13d-1(c)	
	[X]	Rule 13d-1(d)	
		WEDW E 400 (A	
CUSIP NO	. 631103108	Page 2 of 8	
1	NAME OF REPORTI	NG PERSON FICATION NO. OF ABOVE PERSON (ENTI n & Friedman Capital Partners IV, I	TIES ONLY)
2	(See Instruction		(b) []
3	SEC USE ONLY		
4	CITIZENSHIP OR Califo		
NUMBER OF	5 SOLE VO	TING POWER	
SHARES	6 SHARED 10,080,	VOTING POWER	

BENEFICIALLY	
OWNED	7 SOLE DISPOSITIVE POWER 0
BY EACH	
REPORTING	8 SHARED DISPOSITIVE POWER 10,080,323
PERSON WITH	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,080,323
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.1%
12	TYPE OF REPORTING PERSON (See Instructions) PN

		SCHEDULE 13	BG/A	
CUSIP No	. 631103	108	Page 3 of 8	
1		REPORTING PERSON IDENTIFICATION H&F Executive F	NO. OF ABOVE PERSON (ENTI	TIES ONLY)
2		HE APPROPRIATE BO structions)	OX IF A MEMBER OF A GROUP	(a) [] (b) []
3	SEC USE	ONLY		
4	CITIZEN	SHIP OR PLACE OF California	ORGANIZATION	
NUMBER OF	5	SOLE VOTING POWE		
SHARES	6	SHARED VOTING PO 224,095)WER	
BENEFICIALLY				
OWNED	7	SOLE DISPOSITIVE	POWER	
BY EACH				
REPORTING	8	SHARED DISPOSITI 224,095	VE POWER	
PERSON WITH				
9	AGGREGA 224,095		CIALLY OWNED BY EACH REPOR	
10	CERTAIN	SHARES (See Inst	TE AMOUNT IN ROW (9) EXCL ructions)	UDES []
11			ENTED BY AMOUNT IN ROW (9)	
12	TYPE OF	REPORTING PERSON	(See Instructions)	

CUSIP No. 631103108 Page 4 of 8 1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) H&F International Partners IV-A, L.P. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [(See Instructions) (b) [3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION California		SCHEDULE 13G/A
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) H&F International Partners IV-A, L.P. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [(See Instructions) (b) [3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION California 5 SOLE VOTING POWER 0 NUMBER OF 6 SHARED VOTING POWER 1,654,721 BENEFICIALLY 7 SOLE DISPOSITIVE POWER OWNED 8 SHARED DISPOSITIVE POWER		SIP No. 631103108 Page 4 of 8
(See Instructions) (b) [3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION California 5 SOLE VOTING POWER 0 NUMBER OF 6 SHARED VOTING POWER SHARES 1,654,721 BENEFICIALLY 7 SOLE DISPOSITIVE POWER OWNED 0 BY EACH 8 SHARED DISPOSITIVE POWER		I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
4 CITIZENSHIP OR PLACE OF ORGANIZATION California 5 SOLE VOTING POWER 0 NUMBER OF 6 SHARED VOTING POWER SHARES 1,654,721 BENEFICIALLY 7 SOLE DISPOSITIVE POWER OWNED 0 BY EACH 8 SHARED DISPOSITIVE POWER		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [(See Instructions) (b) [
California 5 SOLE VOTING POWER 0 NUMBER OF 6 SHARED VOTING POWER SHARES 1,654,721 BENEFICIALLY 7 SOLE DISPOSITIVE POWER OWNED 0 BY EACH 8 SHARED DISPOSITIVE POWER	S	SEC USE ONLY
NUMBER OF 6 SHARED VOTING POWER SHARES 1,654,721 BENEFICIALLY 7 SOLE DISPOSITIVE POWER OWNED 0 BY EACH 8 SHARED DISPOSITIVE POWER	C	California
6 SHARED VOTING POWER SHARES 1,654,721 BENEFICIALLY 7 SOLE DISPOSITIVE POWER OWNED 0 BY EACH 8 SHARED DISPOSITIVE POWER	BER OF	0
7 SOLE DISPOSITIVE POWER OWNED 0 BY EACH 8 SHARED DISPOSITIVE POWER	- IARES	6 SHARED VOTING POWER
OWNED 0 BY EACH 8 SHARED DISPOSITIVE POWER	CIALLY:	
8 SHARED DISPOSITIVE POWER	INED	
8 SHARED DISPOSITIVE POWER	EACH	
	ORTING	
PERSON WITH		1
	9 A	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSO
		CERTAIN SHARES (See Instructions) [
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.8%		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12 TYPE OF REPORTING PERSON (See Instructions) PN		

CIICTD	No. 6311	 93108	Page 5 of 8	
			rage 3 01 0	
1			N NO. OF ABOVE PERSON (ENTIT nal Partners IV-B, L.P.	IES ONLY)
2		THE APPROPRIATE B Instructions)	OX IF A MEMBER OF A GROUP	(a) [] (b) []
3	SEC US	SE ONLY		
4	CITIZ	ENSHIP OR PLACE OF California		
NUMBER OF	5	SOLE VOTING POW 0	ER	
SHARES	6	SHARED VOTING P 545,861		
ENEFICIALLY				
OWNED	7	SOLE DISPOSITIV 0	E POWER	
BY EACH				
REPORTING	8	SHARED DISPOSIT 545,861	IVE POWER	
ERSON WITH				
9		GATE AMOUNT BENEFI	CIALLY OWNED BY EACH REPORT	
10	CERTA	IN SHARES (See Ins		DES
11			ENTED BY AMOUNT IN ROW (9)	
12	TYPE (OF REPORTING PERSO	N (See Instructions)	

	SCHEDULE 13G/A	
	No. 631103108 Page 6 of 8	
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENT H&F Investors IV, LLC	TITIES ONLY)
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [] (b) []
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION California	
NUMBER OF	5 SOLE VOTING POWER 0	
SHARES	6 SHARED VOTING POWER 12,505,000	
BENEFICIALLY		
OWNED	7 SOLE DISPOSITIVE POWER 0	
BY EACH		
REPORTING	8 SHARED DISPOSITIVE POWER 12,505,000	
PERSON WITH		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPO 12,505,000	RTING PERSON
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9))
12	TYPE OF REPORTING PERSON (See Instructions) 00	

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The Schedule 13G, dated June 29, 2001, (the "Schedule 13G") originally filed on behalf of each of Hellman & Friedman Capital Partners IV, L.P., a California limited partnership, H&F Executive Fund IV, L.P., a California limited partnership, H&F International Partners IV-A, L.P., a California limited partnership, H&F International Partners IV-B, L.P., a California limited partnership (collectively, the "H&F Investors"), H&F Investors IV, LLC, a California limited liability corporation and F. Warren Hellman is hereby amended as set forth below:

ITEM 2(A): NAME OF FILING PERSON.

The Schedule 13G is hereby amended to eliminate F. Warren Hellman as a filing person.

ITEM 4: OWNERSHIP.

(a) Amount Beneficially Owned:

See the responses to Item 9 on the attached Cover Pages. The amounts reported as beneficially owned by the H&F Investors have been amended to include 5,000 Shares receivable upon exercise of options held in the name of F. Warren Hellman for the benefit of the H&F Investors as follows: 4,104 Shares beneficially owned by Hellman & Friedman Capital Partners IV, L.P., 674 Shares beneficially owned by H&F International Partners IV-A, L.P. and 222 Shares beneficially owned by H&F International Partners IV-B, L.P.

(b) Percent of Class:

See the responses to Item 11 on the attached Cover Pages.

- (c) Number of shares as to which such persons have:
 - (i) Sole power to vote or to direct the vote:See the responses to Item 5 on the attached Cover Pages.
 - (ii) Shared power to vote or to direct the vote:
 See the responses to Item 6 on the attached Cover Pages.
 - (iii) Sole power to dispose or to direct the disposition of:
 See the responses to Item 7 on the attached Cover Pages.
 - (iv) Shared power to dispose or to direct the disposition of:
 See the responses to Item 8 on the attached Cover Pages.

	SCHEDULE 13G/A	
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	CUSIP No. 631103108	Page 8 of 8
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SIGNATURES

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.

Dated: February 14, 2005

 ${\tt H\&F}$ Investors IV, LLC

By: /s/ Georgia Lee

Name: Georgia Lee Title: Vice President