

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Nasdaq, Inc.**

(Name of Registrant as Specified In its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:



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## Read the 2019 Proxy Statement and Vote Your Shares



Nasdaq recently released its 2019 Proxy Statement and announced the date for the 2019 Annual Meeting of Stockholders as Tuesday, April 23.

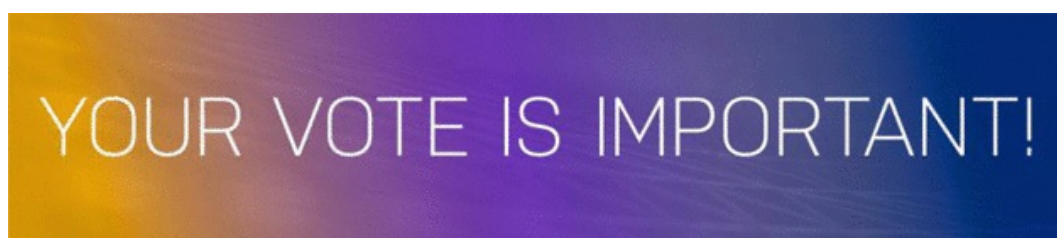
We encourage all Nasdaq associates to carefully read the proxy statement as well as our 2018 annual report on Form 10-K. We also encourage all eligible associates to vote their proxy before the Annual Meeting of Stockholders. Every vote is important!

[Read the proxy and learn how to vote](#) ►

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# READ THE 2019 PROXY STATEMENT AND VOTE YOUR SHARES

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Nasdaq's 2019 Annual Meeting of Stockholders (Annual Meeting) will take place on Tuesday, April 23.

We encourage all Nasdaq associates to carefully read the proxy statement as well as our 2018 annual report on [Form 10-K](#). We also encourage all eligible associates to vote their proxy before the Annual Meeting.

[>> Click here to read the 2019 Proxy Statement <<](#)

Read the below to learn more about the proxy statement, why your vote is important and how to vote.

### **What is the proxy statement and why should I read it?**

A proxy statement is a document that SEC regulations require companies to provide when you are asked to sign a proxy designating individuals to vote on your behalf at the Annual Meeting according to your instructions. It provides detailed information on the proposals on which you are being asked to vote.

In this year's proxy statement, you are being asked to vote on **four proposals**. The proposals are detailed below and include a voting recommendation from Nasdaq's Board of Directors, who approve the contents of the proxy.

## Voting Matters and Board Recommendations

Proposal	Nasdaq Board's Recommendation
<p><b>Proposal 1. Election of Directors (PAGE 44)</b>                      The Board and the Nominating &amp; Governance Committee believe that the 11 director nominees possess the skills, experience and diversity to advise management on the company's strategy for long-term value creation, as well as to monitor performance and provide effective oversight of strategy execution and risk.</p>	FOR EACH NOMINEE
<p><b>Proposal 2. Approval of the Company's Executive Compensation on an Advisory Basis (Page 66)</b>                      The company seeks a non-binding advisory vote to approve the compensation of its NEOs as described in the Compensation Discussion and Analysis section beginning on page 67. The Board values stockholders' opinions and the Management Compensation Committee will take into account the outcome of the advisory vote when considering future executive compensation decisions.</p>	FOR
<p><b>Proposal 3. Ratification of the Appointment of Ernst &amp; Young LLP as Our Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2019 (Page 110)</b>                      The Board and Audit Committee believe that the retention of Ernst &amp; Young LLP to serve as the company's independent auditor for 2019 is in the best interests of the company and its stockholders.</p>	FOR
<p><b>Proposal 4. Stockholder Proposal – Right to Act by Written Consent (Page 112)</b>                      As in 2015, 2017 and 2018, the Board believes that the stockholder proposal to allow action by written consent is not in the best interests of Nasdaq and its stockholders and urges stockholders to reject the proposal as they have done at each of the past annual meetings in which it was presented.</p>	AGAINST

Read the proxy statement so that you can make an informed voting decision on the proposals. You should also read the document because it provides tremendous insight into Nasdaq – it is both retrospective and forward looking.

## Who can vote?

If you held Nasdaq stock (from one share to many) as of February 25, 2019 (the record date), you are eligible to vote!

## Why should I vote?

Every single vote is important. Each share is equal to one vote. The proposals you are being asked to vote on directly impact Nasdaq. Your vote is a chance to actively engage in these important issues.

## How can I vote?

Voting is easy! Cast your vote through any of the methods on the right.

From E\*TRADE SECURITIES LLC - [www.proxyvote.com](http://www.proxyvote.com)  
Date: Fri, Mar 15, 2019 at 5:52 AM ET  
Subject: NASDAQ, INC. Annual Meeting

**E\*TRADE**  
FINANCIAL Electronic Documents  
Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting To Be Held on April 23, 2019

We are writing to let you know that NASDAQ, INC. has announced its Annual Meeting of Shareholders.

You may enter your voting instructions and view the shareholder materials by clicking on the link below and entering the following control number:

<http://www.proxyvote.com>

Control Number: **XXXXXXXXXXXX**

Meeting Date: April 23, 2019

Our Ballot is Due February 25, 2019

CRISP Number: 631103208

Account Number: 10000000

with a link to read the Proxy, a **personal control number which is required for voting**, and instructions on how to vote.

Eligible associates with shares held outside E\*TRADE should receive similar instructions from the relevant institution.

If you want to attend the Annual Meeting and vote in person, [please review page 124 of the proxy statement](#) for more information.\*

## When do I need to vote by?

You must vote before the Annual Meeting because that is when the voting period closes and votes start to be officially calculated. That means you have until 11:59 p.m. ET on April 22, 2019 – the night before the Annual Meeting – to vote. But why wait, vote today!

## Questions?

If you have questions about the voting process or the Annual Meeting, please contact [Joan Conley](#), SVP and Corporate Secretary.

*\*If your shares are held in a bank or brokerage account, including at E\*TRADE, you must obtain a legal proxy, executed in your favor, from the holder of record in order to vote in person at the Annual Meeting.*

## How to Vote

Use any of the following methods and your control number:



### By Internet Using Your Computer

[www.proxyvote.com](http://www.proxyvote.com)

Visit 24/7



### By Phone

Call +1 800 690 6903 in the U.S. or Canada to vote your shares



### By Internet Using Your Tablet or Smart Phone

Scan this QR code 24/7 to vote with your mobile device



### By Mail

Cast your ballot, sign your proxy card and return by postage-paid envelope



### Attend the Annual Meeting

Vote in person