

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:

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

(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):

(4) Proposed maximum aggregate value of transaction:

(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:

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

(3) Filing Party:

(4) Date Filed:

Your **Vote** Counts!

NASDAQ, INC.

2021 Annual Meeting

Vote by June 14, 2021

11:59 PM Eastern Time



NASDAQ, INC.
151 W. 42ND ST.
NEW YORK, NY 10036
ATTN: EDWARD DITMIRE



D50386-P52754

You invested in NASDAQ, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on June 15, 2021 at 9:00 a.m. Eastern Time. The Annual Meeting will be a virtual meeting of shareholders conducted via live webcast. You will be able to attend the Annual Meeting by visiting www.virtualshareholdermeeting.com/NDAQ2021. Only shareholders of record as of the close of business on April 19, 2021 are entitled to notice of, and to vote at, the Annual Meeting.**

Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 1, 2021. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

June 15, 2021
9:00 AM, Eastern Time

Virtually at:
www.virtualshareholdermeeting.com/NDAQ2021

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to view the proxy materials online or to request an email or paper copy, and to vote on these important matters.

We encourage you to access and review all of the important information contained in the proxy materials before voting. You may also find further information at www.nasdaq.com/annual-meeting.

Voting Items	Board Recommends
1. Election of 10 Directors	
1a. Melissa M. Arnoldi	✔ For
1b. Charlene T. Begley	✔ For
1c. Steven D. Black	✔ For
1d. Adena T. Friedman	✔ For
1e. Essa Kazim	✔ For
1f. Thomas A. Kloet	✔ For
1g. John D. Rainey	✔ For
1h. Michael R. Splinter	✔ For
1i. Jacob Wallenberg	✔ For
1j. Alfred W. Zollar	✔ For
2. Advisory vote to approve the company's executive compensation as presented in the proxy statement	✔ For
3. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2021	✔ For
4. A Shareholder Proposal entitled "Adopt a Mainstream Shareholder Right-Written Consent"	✘ Against

NOTE: To transact such other business as may properly come before the annual meeting or any adjournment or postponement of the meeting.

PLEASE BE AWARE. You cannot vote by returning this notice. To vote your shares, you must vote online or by telephone, or request a paper copy of the proxy materials to receive a proxy card, or you may vote during the Annual Meeting via the Internet by visiting www.virtualshareholdermeeting.com/NDAQ2021 on June 15, 2021 at 9:00 a.m. Eastern Time.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".