FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

						6(a) of the Securities Excha ne Investment Company Ac		1934				
1. Name and Address of Reporting Person* Adenza Parent, LP			2. Date of Event Requiring Statement (Month/Day/Year) 11/01/2023		ement	3. Issuer Name and Ticker or Trading Symbol NASDAQ, INC. [NDAQ]						
(Last) (First) (Middle) C/O THOMA BRAVO, L.P.					4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner Officer (give title below) below)			5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person				
110 N. WACKER DRIVE, 32ND FLOOR												
(Street) CHICAGO IL 60606												
(City) (St	tate) (Zip	p)										
		Ta	able I - Non	-De	erivativ	ve Securities Benefi	cially C	wned				
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4) 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)			4. Nature of Indirect Beneficial Ownership (Instr. 5)				
Common Stock, par value \$0.01 per share						85,608,414(1)	I) ⁽²⁾				
		(e.g				Securities Beneficiants, options, convert)			
[2. Date Exercisable and Expiration Date (Month/Day/Year)			(Instr. 4) or Ex		4. Conver	rcise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Ex Da	piration ate	Title	Amoun or Number of Shares	Derivat Securit	ive	or Indirect (I) (Instr. 5)	3,	
1. Name and Addre	ess of Reporting	Person*										
Adenza Pare	ent, LP											
(Last)	(First)	(Mic	1iddle)									
C/O THOMA BRAVO, L.P. 110 N. WACKER DRIVE, 32ND FLOOR												
(Street)				-								
CHICAGO												
(City)	(State)	(Zip	Zip)									
1. Name and Addre												
(Last) (First) (Middle) C/O THOMA BRAVO, L.P. 110 N. WACKER DRIVE, 32ND FLOOR												
(Street) CHICAGO	IL	606	506									

Explanation of Responses:

(State)

(Zip)

(City)

- 1. The securities reported herein were acquired pursuant to that certain Agreement and Plan of Merger dated as of June 10, 2023 (the "Merger Agreement"), by and among the Issuer, Argus Merger Sub 1, Inc., Argus Merger Sub 2, LLC, Adenza Holdings, Inc. ("Adenza") and Adenza Parent, LP ("Adenza Parent"). In connection with the closing of the transaction on November 1, 2023, Adenza Parent acquired 85,608,414 shares of common stock, par value \$0.01 per share (the "Common Stock"), of the Issuer and cash consideration in exchange for Adenza Parent's equity in Adenza. This amount represents 85,608,414 shares of Common Stock held directly by Adenza Parent.
- 2. Thoma Bravo UGP, LLC ("Thoma Bravo UGP") is the ultimate general partner of certain investment funds affiliated with Thoma Bravo UGP (the "Thoma Bravo Funds"), and the Thoma Bravo Funds and certain unaffiliated investors are limited partners of Adenza Parent. By virtue of the relationships described in this footnote, Thoma Bravo UGP may be deemed to beneficially own shares of Common Stock directly owned by Adenza Parent. The Thoma Bravo Funds and Thoma Bravo UGP disclaim beneficial ownership of the shares of Common Stock directly owned by Adenza Parent except to the extent of their pecuniary interest therein.

Remarks

Holden Spaht currently serves as the representative of Thoma Bravo, L.P. ("Thoma Bravo"), an affiliate of Adenza Parent and Thoma Bravo UGP, on the board of directors of the Issuer, and therefore, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each of Adenza Parent and Thoma Bravo UGP may be deemed a director by deputization of the Issuer.

Adenza Parent, LP /s/
Holden Spaht By: Holden
Spaht Title: Vice President
Thoma Bravo UGP, LLC
/s/ Holden Spaht By:
Holden Spaht Title:
Managing Partner

** Signature of Reporting
Person
Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 5 (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).

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

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 Number.