FORM 4

Check this box if no longer subject

to Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Ottersgard Lars				2. Issuer Name and Ticker or Trading Symbol NASDAQ, INC. [NDAQ]							(Che	ck all app Direc	licable) tor	ng Pei	10% O	wner		
(Last) (First) (Middle) 151 W. 42ND STREET			3. Date of Earliest Transaction (Month/Day/Year) 04/01/2020							X	belov	below)		below)	specify			
				4. If A	Amend	ment,	Date o	f Origina	ıl Filed	d (Month/Da	y/Year)	Line)	Form	filed by On	e Rep	orting Pers	son
	Table	I - No	n-Deriva	tive S	Secu	rities	Acq	uired,	Dis	posed of	, or E	3ene	ficiall	y Own	ed			
Dat		Date	ay/Year) Execution		ecution Date, iny						Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
							Code	v	Amount	(A) (D)	(A) or (D) Pri		Transa	ction(s)			(Instr. 4)	
Common stock, par value \$0.01 per share		04/01/2	2020		A		2,384(1)	A	A	\$0.00	00 19,446 ⁽²⁾			D				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Executi if any	ion Date,			of Deriv Secu Acqu (A) of Dispo of (D)	vative irities ired r osed)	Expirati	on Da	te	Amou Secu Unde Deriv Secu	unt of rities rlying ative rity (In I 4)	str.	erivative ecurity	derivative Securities Beneficiall Owned Following Reported	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	(Fi 2ND STRI DRK N (Si Security (Ins stock, par	(First) (12ND STREET DRK NY 1 (State) (27 Table Security (Instr. 3) Stock, par value \$0.01 per sto	(First) (Middle) 12ND STREET DRK NY 10036 (State) (Zip) Table I - No Security (Instr. 3) stock, par value \$0.01 per share Table II - Conversion or Exercise Price of Derivative (Month/Day/Year) (Month) 2. (State) (Middle) (State) (Zip) Table II - 2. (Conversion or Exercise Price of Derivative (Month/Day/Year) (Month)	(First) (Middle) IZND STREET DRK NY 10036 (State) (Zip) Table I - Non-Derivation (Month/Date) Security (Instr. 3) 2. Transact (Month/Date) Table II - Derivation (e.g., putage of Date (Month/Day/Year) Z. (Month/Day/Year) 3. Transaction (Month/Day/Year) Table II - Derivation (Month/Day/Year)	(First) (Middle) 3. Da 04/0 22ND STREET 2NRK NY 10036 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) stock, par value \$0.01 per share 04/01/2020 Table II - Derivative Security (e.g., puts, call fany (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Security (Month/Day/Year) (Month/Day/Year) 3. Da 04/0 4. If A 1/2020 Table II - Derivative Security (Instr. 3) 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year)	(First) (Middle) 3. Date of E 04/01/202 22ND STREET 4. If Amend CRK NY 10036 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock, par value \$0.01 per share 04/01/2020 Table II - Derivative Security (e.g., puts, calls, value) Conversion or Exercise Price of Derivative (Month/Day/Year) 2. Conversion Oate (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) [Month/Day/Year) 4. Transaction Code (Instr. 8)	(First) (Middle) 3. Date of Earliest 04/01/2020 3. Date of Earliest 04/01/2020 4. If Amendment, Table I - Non-Derivative Securities (Month/Day/Year) 2A. Deeme Execution if any (Month/Day) stock, par value \$0.01 per share 04/01/2020 Table II - Derivative Securities (e.g., puts, calls, warra (e.g., puts, calls, warra (month/Day/Year) 3A. Deemed Execution Date (e.g., puts, calls, warra (month/Day/Year) 3A. Deemed Execution Date (month/Day/Year) (Month/Day/Year) 5. No of Derivative Security (Month/Day/Year) 2A. Deemed Execution Date (e.g., puts, calls, warra (e.g., puts, calls, warra (month/Day/Year) 5. No of Derivative Security (Month/Day/Year) 2A. Deemed Execution Date (e.g., puts, calls, warra (e.g., puts, calls, puts, calls, warra (e.g., puts, calls, warra (e.g., puts, calls, puts	(First) (Middle) 22ND STREET 3. Date of Earliest Trans. 04/01/2020 4. If Amendment, Date of Execution Date (Month/Day/Year) Table I - Non-Derivative Securities Acquired (e.g., puts, calls, warrants, (Month/Day/Year) 2. Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, (Month/Day/Year) 2. Conversion or Exercise Price of Derivative (Month/Day/Year) 3. Date of Earliest Trans. 04/01/2020 4. If Amendment, Date of Execution Date if any (Month/Day/Year) 2. Conversion Oate (Month/Day/Year) 3. Date of Earliest Trans. 04/01/2020 4. If Amendment, Date of Execution Date, if any (Month/Day/Year) 2. Conversion Oate (Month/Day/Year) 3. Date of Earliest Trans. 04/01/2020 4. If Amendment, Date of Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Derivative Securities Acquired Acquired Acquired	(First) (Middle) 2ND STREET Table I - Non-Derivative Securities Acquired, Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquired, Execution Date, if any (Month/Day/Year) Table II - Derivative Securities Acquired, Execution Date, if any (Month/Day/Year) 2. Transaction Date (Le.g., puts, calls, warrants, option or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Le.g., puts, calls, warrants, option or Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle) (Same of Earliest Transaction (Month, 04/01/2020 (State) (Zip) Table I - Non-Derivative Securities Acquired, Dissecurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock, par value \$0.01 per share Table II - Derivative Securities Acquired, Dispectory (e.g., puts, calls, warrants, options, compared to perivative Security 3. Date of Earliest Transaction (Month, 04/01/2020) 4. If Amendment, Date of Original Filed 2. Transaction Date (Month/Day/Year) Transaction Date (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, compared to perivative Securities Acquired (A) or Date Execution Date (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (Month/Day/Year)	(First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of Execution Date (Month/Day/Year) (Month/Day/Year) Stock, par value \$0.01 per share OHOMOTION Date (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe (Month/Day/Year) A 2.384(1) Code V Amount Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe (A) or Disposed of (D) (Instr. 3, 4 and 5) A 1. Transaction Date (Month/Day/Year) Security A 2. Securities Acquired, Disposed of Derivative Securities Acquired, Disposed of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Security (Instr. 3) Security (Instr. 3)	NASDAQ, INC. [NDAQ]	NASDAQ, INC. [NDAQ] Chemical	Security (Instr. 3) Securities Securit	NASDAQ, INC. [NDAQ] Check all applicable Director X Officer (give title below)	NASDAQ, INC. NDAQ Check all applicable Director Officer (give title below) Executive Vice I	NASDAQ, INC. [NDAQ] NASDAQ, INC. [NDAQ]

Explanation of Responses:

- 1. Represents shares or units of restricted stock granted pursuant to Nasdaq's Equity Incentive Plan, which vest as to 33% on April 1, 2022, 33% on April 1, 2023 and 34% on April 1, 2024.
- 2. Represents (i) 11,680 shares underlying PSUs, all of which are vested, (ii) 2,384 shares or units of restricted stock, of which none are vested, and (iii) 5,382 shares purchased under the Employee Stock

Remarks:

/s/ Alex Kogan, by power of <u>attorney</u>

04/03/2020

** 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 4 (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.