Instruction 1(b).

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

	•
Check this box if no longer subject	- 2
to Section 16. Form 4 or Form 5	
obligations may continue. See	

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

1. Name and Address of Reporting Person* <u>Smith Bryan Everard</u>					2. Issuer Name and Ticker or Trading Symbol NASDAQ, INC. [NDAQ]								(Check	all app Direc	licable) tor	ng Pe	10% O	wner	
(Last) (First) (Middle) 151 W. 42ND STREET				3. Date of Earliest Transaction (Month/Day/Year) 07/06/2020								X	below)		below)		specify		
				4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)									Form Form	dual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
Date					Execution Date, Year) if any								nd Securit Benefic Owned		ties cially I Following	Forn (D) (n: Direct or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount	(A) o	Price	Tran		action(s)			(111341.4)	
Common Stock, par value \$0.01 per share 07/06/2)20			S ⁽¹⁾		1,000	D \$12		1.49	14,946 ⁽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)	Execut if any	tion Date,	4. Transaction Code (Instr. 8)		of Deriv Secu Acqu (A) o Dispo of (D (Instr and 5	vative crities critied r osed) r. 3, 4	Expiration (Month/Da		ate rear)	Amoun or Number of		Der Sec (Ins	ivative urity	derivative Securities Beneficially Owned Following Reported	y	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(Find STREED STR	(First) (Note: 12ND STREET ORK NY 1 (State) (Z Table Security (Instr. 3) Stock, par value \$0.01 per state Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) I2ND STREET ORK 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 Tangle II - Onter Stock (Month/Day/Year) Table II - Onter Stock (Month/Day/Year)	(First) (Middle) 12ND STREET ORK NY 10036 (State) (Zip) Table I - Non-Derivation (Month/Day) Security (Instr. 3) Stock, par value \$0.01 per share 07/06/2 Table II - Derivation (e.g., putage of Derivative (Month/Day/Year) 2. Table II - Derivation (e.g., putage of Derivative (Month/Day/Year)	(First) (Middle) 3. Da 07/0 3. Da 07/0 4. If / (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Stock, par value \$0.01 per share 07/06/2020 Table II - Derivative Security (e.g., puts, case) 2. Transaction Date (e.g., puts, case) 2. Transaction Date (e.g., puts, case) A Deemed Execution Date, if any (Month/Day/Year) Security (Month/Day/Year) A Deemed Execution Date, if any (Month/Day/Year) A Deemed Execution Date, if any (Month/Day/Year) A Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle) 3. Date of E O7/06/202 3. Date of E O7/06/202 4. If Amend Table I - Non-Derivative Security (Instr. 3) Stock, par value \$0.01 per share 07/06/2020 Table II - Derivative Security (e.g., puts, calls, volume of Exercise Price of Derivative Security (Month/Day/Year) 2. Table II - Derivative Security (e.g., puts, calls, volume of Exercise Price of Derivative Security (Month/Day/Year) 3. Date of E 07/06/2020 4. If Amend 2. Transaction Date (e.g., puts, calls, volume of Exercise Price of Derivative Security (e.g., puts, calls, volume of Exercise Price of Derivative Security (Month/Day/Year) 3. Date of E07/06/2020 4. If Amend O7/06/2020	(First) (Middle) 3. Date of Earliest 07/06/2020 3. Date of Earliest 07/06/2020 4. If Amendment, Table I - Non-Derivative Securities (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock, par value \$0.01 per share 07/06/2020 Table II - Derivative Securities (e.g., puts, calls, warra (e.g., puts, calls, warra (e.g., puts) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Instr. 8) 3. Transaction Date (Instr. 8) 3. Transaction Date (Instr. 8) 4. Transaction Code (Instr. 8) 5. No of Opisp of (D (Instr. 8) 6. Opisp of (D (Instr. 8)	(First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Accurity (Instr. 3) Stock, par value \$0.01 per share 2. Transaction Date (Month/Day/Year) Table II - Derivative Securities Acquege.g., puts, calls, warrants, (Month/Day/Year) Table II - Derivative Securities Acquege.g., puts, calls, warrants, (Month/Day/Year) 3. Transaction Date (Instr. 3) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Code (Instr. 3) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, optio Table II - Derivative Securities Acquired, (e.g., puts, calls, warrants, optio) Table II - Derivative Securities Acquired, (e.g., puts, calls, warrants, optio) 3. Transaction Date (e.g., puts, calls, warrants, optio) Table III - Derivative Securities Acquired, (e.g., puts, calls, warrants, optio) 2. Date of Expirative Securities Acquired, (e.g., puts, calls, warrants, optio) Table III - Derivative Securities Acquired, (e.g., puts, calls, warrants, optio) Derivative Securities Acquired, (a) or Disposed of (D) (Instr. 3, 4 and 5) Date	(First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Dister (Month/Day/Year) Security (Instr. 3) 2. Transaction (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Dister (e.g., puts, calls, warrants, options, of Date (Month/Day/Year) 2. Transaction (Month/Day/Year) Stock, par value \$0.01 per share 07/06/2020 S(1) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Date (Instr. 3, 4 and 5) Date (Instr. 3, 4 and 5)	Code V Amount	NASDAQ, INC. [NDAQ]	NASDAQ, INC. [NDAQ]	NASDAQ, INC. [NDAQ] (Check X X X X X X X X X	NASDAQ, INC. [NDAQ] C(Check all app Direct Direct Direct Delivative Securities Acquired, Disposed of, or Beneficially Own Execurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. A. Deemed Execution Date, (Month/Day/Year) (Month/Day/Year) 2. Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) 3. Deemed Date (Month/Day/Year) (Month/Day/Year) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 3. Transaction Date (Month/Day/Year) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 4. Securities Acquired, Disposed of, or Beneficially Owned Date (Month/Day/Year) 5. Number Or Exercise Price of Derivative Securities Acquired (Month/Day/Year) 6. Individual or Line) 5. Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Number Or Derivative Securities Acquired (Month/Day/Year) 6. Date Expiration Date (Month/Day/Year) 6. Individual or Date (Month/Day/Year) 7. Transaction Date (Month/Day/Year)	NASDAQ, INC. [NDAQ] Check all applicable Director Officer (give title below) Executive V	NASDAQ, INC. NDAQ Check all applicable Director Officer (give title below)	NASDAQ, INC. [NDAQ] Check all applicable Director 10% O Officer (give title Delow)	

Explanation of Responses:

- 1. The reported sale was effected pursuant to a Rule 10b5-1 trading plan.
- 2. Represents (i) 1,950 shares or units of restricted stock, of which none are vested, (ii) 12,157 shares underlying PSUs, of which 4,149 are vested and (iii) 839 shares purchased under the Employee Stock Purchase Plan.

Remarks:

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

07/08/2020

** 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.