

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

**The Nasdaq Stock Market, Inc.**  
(Name of Issuer)

**Common Stock (par value \$0.01 per share)**  
(Title of Class of Securities)

**63110318**  
(CUSIP Number)

Magnus Billing, Esq.  
OMX AB  
Tullvaktsvägen 15  
105 78 Stockholm, Sweden  
(46) 8-405-60-00

*Copies to:*  
Christopher E. Austin, Esq.  
Cleary Gottlieb Steen & Hamilton LLP  
One Liberty Plaza  
New York, NY 10006  
(212) 225-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**November 6, 2007**  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7(b) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 63110318		13D	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  OMX AB		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Sweden		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0	
	8	SHARED VOTING POWER 14,834,919	
	9	SOLE DISPOSITIVE POWER 0	
	10	SHARED DISPOSITIVE POWER 0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 14,834,919		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input checked="" type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.3%		
14	TYPE OF REPORTING PERSON CO		

This Amendment No. 3 (“Amendment No. 3”) to Schedule 13D amends and supplements the statement on Schedule 13D originally filed on June 4, 2007 (as amended, the “Schedule 13D”), as amended by Amendment No. 1 to the Schedule 13D filed on August 29, 2007 and Amendment No. 2 to the Schedule 13D filed on September 21, 2007, relating to the common stock, par value \$0.01 per share (the “Common Stock”), of The Nasdaq Stock Market, Inc., a Delaware corporation (the “Issuer”). The principal executive offices of the Issuer are located at One Liberty Plaza, New York, NY 10006. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

The responses to Item 4 (Purpose of Transaction), Item 6 (Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer) and Item 7 (Material to be filed as Exhibits) are hereby amended as follows.

Item 4. Purpose of Transaction.

The response set forth in Item 4 of the Schedule 13D is hereby amended by adding to the end of Item 4 the following:

In furtherance of the transactions contemplated by the Supplement, on November 6, 2007, OMX executed three waivers (the “Waivers”) of the Voting Agreements pursuant to Section 7(a) of the Voting Agreements. The Waivers release the Securityholders from the voting obligations of Section 1 of the Voting Agreements at any Nasdaq stockholders’ meeting at which the issuance of Issuer’s shares in connection with the Offer is not also submitted for a vote by Nasdaq stockholders.

The foregoing description of the Waivers is qualified in its entirety by reference to the Waivers included as Exhibits 99.8, 99.9 and 99.10 to this Statement.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The response set forth in Item 6 of the Schedule 13D is hereby amended by adding to the end of Item 6 the following:

Exhibits 99.8, 99.9 and 99.10 are incorporated herein by reference.

Item 7. Material to be filed as Exhibits.

The response set forth in Item 7 of the Schedule 13D is hereby amended by adding to the end of Item 7 the following:

- 99.8 Waiver dated November 6, 2007 to Securityholder Voting Agreement, dated May 25, 2007, by and between Hellman & Friedman Capital Partners IV, L.P., H&F International Partners IV-A, L.P., H&F International Partners IV-B, L.P., H&F Executive Fund IV, L.P. and OMX AB.
- 99.9 Waiver dated November 6, 2007 to Securityholder Voting Agreement, dated May 25, 2007, by and between Silver Lake Partners TSA, L.P., Silver Lake Investors, L.P., Silver Lake Partners II TSA, L.P., Silver Lake Technology Investors II, L.P. and OMX AB.
- 99.10 Waiver dated November 6, 2007 to Securityholder Voting Agreement, dated May 25, 2007, by and between Robert Greifeld and OMX AB.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 6, 2007

OMX AB

By: /s/ Magnus Billing  
Name: Magnus Billing  
Title: General Counsel

**OMX AB (publ)**  
**Tullvaktsvägen 15**  
**105 78 Stockholm, Sweden**

November 6, 2007

Hellman & Friedman Capital Partners IV, L. P.,  
H&F International Partners IV-A, L.P.,  
H&F International Partners IV-B, L.P. and  
H&F Executive Fund IV, L.P.  
One Maritime Plaza, 12<sup>th</sup> Floor  
San Francisco, CA 94111

RE: Voting Agreement

Ladies and Gentlemen:

Reference is made to the Voting Agreement (the "Voting Agreement"), dated May 25, 2007, between you and OMX AB (publ), a company organized under the laws of Sweden ("OMX"). Capitalized terms used in this letter but not otherwise defined have the meanings ascribed to them in the Voting Agreement. Pursuant to Section 7(a) of the Voting Agreement, OMX hereby waives compliance by you with Section 1 of the Voting Agreement at any meeting of Nasdaq's stockholders at which the issuance of the Consideration Shares is not also submitted for a vote by Nasdaq's stockholders.

Very truly yours,

OMX AB (publ)

By: /s/ Magnus Böcker  
Name: Magnus Böcker  
Title: President and Chief Executive Officer

OMX AB (publ)  
Tullvaktsvägen 15  
105 78 Stockholm, Sweden

November 6, 2007

Silver Lake Partners TSA, L.P.,  
Silver Lake Investors, L.P.,  
Silver Lake Partners II TSA, L.P. and  
Silver Lake Technology Investors II, L.P.  
2775 Sand Hill Road, Suite 100  
Menlo Park, California 94025  
Attn: Karen M. King, General Counsel

RE: Voting Agreement

Ladies and Gentlemen:

Reference is made to the Voting Agreement (the "Voting Agreement"), dated May 25, 2007, between you and OMX AB (publ), a company organized under the laws of Sweden ("OMX"). Capitalized terms used in this letter but not otherwise defined have the meanings ascribed to them in the Voting Agreement. Pursuant to Section 7(a) of the Voting Agreement, OMX hereby waives compliance by you with Section 1 of the Voting Agreement at any meeting of Nasdaq's stockholders at which the issuance of the Consideration Shares is not also submitted for a vote by Nasdaq's stockholders.

Very truly yours,

OMX AB (publ)

By: /s/ Magnus Böcker  
Name: Magnus Böcker  
Title: President and Chief Executive Officer

**OMX AB (publ)**  
**Tullvaktsvägen 15**  
**105 78 Stockholm, Sweden**

November 6, 2007

Robert Greifeld  
The Nasdaq Stock Market, Inc.  
One Liberty Plaza  
New York, NY 10006

RE: Voting Agreement

Dear Robert:

Reference is made to the Voting Agreement (the "Voting Agreement"), dated May 25, 2007, between you and OMX AB (publ), a company organized under the laws of Sweden ("OMX"). Capitalized terms used in this letter but not otherwise defined have the meanings ascribed to them in the Voting Agreement. Pursuant to Section 7(a) of the Voting Agreement, OMX hereby waives compliance by you with Section 1 of the Voting Agreement at any meeting of Nasdaq's stockholders at which the issuance of the Consideration Shares is not also submitted for a vote by Nasdaq's stockholders.

Very truly yours,

OMX AB (publ)

By: /s/ Magnus Böcker  
Name: Magnus Böcker  
Title: President and Chief Executive Officer