

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 29, 2021

Nasdaq, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38855
(Commission
File Number)

52-1165937
(I.R.S. Employer
Identification No.)

**151 W. 42nd Street,
New York, New York**
(Address of principal executive offices)

10036
(Zip code)

Registrant's telephone number, including area code: +1 212 401 8700

No change since last report
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value per share	NDAQ	The Nasdaq Stock Market
0.900% Senior Notes due 2033	NDAQ33	The Nasdaq Stock Market
0.875% Senior Notes due 2030	NDAQ30	The Nasdaq Stock Market
1.75% Senior Notes due 2029	NDAQ29	The Nasdaq Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Election of New Director

On September 29, 2021, Ms. Toni Townes-Whitley was elected to the Board of Directors (the “Board”) of Nasdaq, Inc. (“Nasdaq”) to serve as a director, effective immediately. Nasdaq’s Board has determined that Ms. Townes-Whitley is an independent director. Ms. Townes-Whitley will serve on the Audit & Risk Committee of the Board.

As a non-employee director, Ms. Townes-Whitley will be compensated for her services pursuant to Nasdaq’s Board Compensation Policy, as amended and restated on June 16, 2021 and filed as Exhibit 10.1 to Nasdaq’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2021.

Ms. Townes-Whitley was not selected as a director pursuant to any arrangements or understandings with Nasdaq or with any other person, and there are no related party transactions between Nasdaq and Ms. Townes-Whitley that would require disclosure under Item 404(a) of Regulation S-K.

A copy of the press release announcing Ms. Townes-Whitley’s appointment to the Board of Directors has been filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press release dated September 30, 2021.
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 30, 2021

NASDAQ, INC.

By: /s/ John A. Zecca

Name: John A. Zecca

Title: Executive Vice President and Chief Legal Officer



Nasdaq Appoints Toni Townes-Whitley to its Board of Directors

NEW YORK, September 30, 2021 – Nasdaq, Inc. (Nasdaq: NDAQ), today announced the appointment of Toni Townes-Whitley to its Board of Directors. Townes-Whitley is the former President of U.S. Regulated Industries at Microsoft where she led the company’s sales strategy, execution, and P&L across a \$16 billion portfolio of U.S. Financial Services & Insurance, Healthcare & Life Sciences, Federal, State & Local Government and Education industries.

Townes-Whitley’s appointment is effective immediately and expands the Board to 11 directors. She will be a member of the Audit & Risk Committee.

“Toni’s extensive technology industry leadership – particularly in driving digital transformation for a diverse range of clients at Microsoft – will make an immediate contribution to the Board,” said **Michael R. Splinter, Chairman, Nasdaq**. “We look forward to welcoming Toni to the Board as we advance Nasdaq’s strategic direction to maximize opportunities as a technology and data analytics provider.”

“My passion for leveraging technology to create positive change seamlessly aligns with Nasdaq’s purpose-driven mission,” said **Toni Townes-Whitley**. “I am honored to join Nasdaq’s Board and work with the management team as they advance the Company’s unique and innovative position to build safe, strong markets that can advance inclusive growth and prosperity for all.”

Prior to joining Microsoft in 2015, Townes-Whitley served as President of CGI Federal, the IT and business consulting services firm, and held several management roles at Unisys Corporation. Townes-Whitley also serves on the boards of the PNC Financial Services Group, Johns Hopkins Medicine, the Thurgood Marshall College Fund, the Partnership for Public Service, the Princeton University Faith, Work & Ethics Initiative, and United Way Worldwide. She received a bachelor’s degree in Public Policy and Economics from Princeton University.

For additional biographical information on Nasdaq’s Board of Directors, please visit:

www.nasdaq.com/about/board-of-directors.

About Nasdaq:

Nasdaq (Nasdaq: NDAQ) is a global technology company serving the capital markets and other industries. Our diverse offering of data, analytics, software and services enables clients to optimize and execute their business vision with confidence. To learn more about the company, technology solutions and career opportunities, visit us on LinkedIn, on Twitter [@Nasdaq](https://twitter.com/Nasdaq), or at www.nasdaq.com.

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