
**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): February 14, 2011 (February 8, 2011)

The NASDAQ OMX Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-32651
(Commission
File Number)

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

One Liberty Plaza, New York, New York
(Address of principal executive offices)

10006
(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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 14, 2011, The NASDAQ OMX Group, Inc. (“NASDAQ OMX”) announced that Adena T. Friedman has resigned as Chief Financial Officer (“CFO”) and Executive Vice President, Corporate Strategy, effective March 4, 2011. Ronald Hassen, Senior Vice President, Controller and Principal Accounting Officer, will become interim CFO.

Ronald Hassen, age 58, has served as Senior Vice President and Controller since March 2002 and Principal Accounting Officer since May 2002. Previously, Mr. Hassen served as Treasurer from November 2002 through January 2007. Prior to joining NASDAQ OMX, Mr. Hassen served as Controller of Deutsche Bank North America from June 1999, after its acquisition of Bankers Trust Company. Mr. Hassen joined Bankers Trust in 1989, serving most recently as Principal Accounting Officer from 1997 until the company’s acquisition by Deutsche Bank.

The information called for by Item 5.02(c)(3) is not determined at this time. NASDAQ OMX will file an amendment to this Form 8-K within four business days after this information is determined.

A copy of the press release announcing Ms. Friedman’s resignation and Mr. Hassen’s appointment is attached 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 February 14, 2011.

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: February 14, 2011

The NASDAQ OMX Group, Inc.

By: _____ /s/ EDWARD S. KNIGHT
Edward S. Knight
Executive Vice President and General Counsel

Chief Financial Officer and Executive Vice President, Corporate Strategy to Depart NASDAQ OMX

New York, N.Y. — February 14, 2011 — The NASDAQ OMX Group, Inc. (NASDAQ: NDAQ) announces that Adena Friedman, Chief Financial Officer and Executive Vice President, Corporate Strategy will be leaving the company, effective March 4, 2011. Ms. Friedman will be joining The Carlyle Group as Managing Director, Chief Financial Officer and Member of the Operating Committee, based in Washington, D.C. Former NASDAQ OMX CFO, David Warren has been appointed special advisor to the CEO and Ronald Hassen, Senior Vice President, Controller and Principal Accounting Officer will become interim CFO, while a permanent replacement is sought.

“Adena has been a valued and trusted partner of mine since I joined as CEO,” said Bob Greifeld, Chief Executive Officer of NASDAQ OMX. “She has played a tremendous role in the growth and success of NASDAQ OMX over her 18 years with the company. Her leadership skills, outstanding business acumen and entrepreneurial spirit have driven a number of game changing transactions for NASDAQ OMX. I have great respect for Adena personally and professionally and wish her much success at Carlyle.”

Ms. Friedman assumed the role of CFO in 2009 in addition to overseeing corporate strategy. She directed NASDAQ’s acquisition of OMX AB, through which NASDAQ OMX acquired the Nordic and Baltic markets and a global exchange technology business. She also managed NASDAQ OMX’s acquisition of the Philadelphia Stock Exchange, now one of the largest options exchanges in the U.S. In 2005, Friedman directed NASDAQ in its acquisition of the INET ECN, which enhanced NASDAQ’s technology infrastructure and further improved its trading capabilities. Before assuming her role as CFO, Ms. Friedman served as head of Global Data Products, a \$250M business unit within The NASDAQ OMX Group. She joined NASDAQ in 1993.

About NASDAQ OMX

The NASDAQ OMX Group, Inc. is the world’s largest exchange company. It delivers trading, exchange technology and public company services across six continents, with approximately 3,600 listed companies. NASDAQ OMX offers multiple capital raising solutions to companies around the globe, including its U.S. listings market, NASDAQ OMX Nordic, NASDAQ OMX Baltic, NASDAQ OMX First North, and the U.S. 144A sector. The company offers trading across multiple asset classes including equities, derivatives, debt, commodities, structured products and exchange-traded funds. NASDAQ OMX technology supports the operations of over 70 exchanges, clearing organizations and central securities depositories in more than 50 countries. NASDAQ OMX Nordic and NASDAQ OMX Baltic are not legal entities but describe the common offering from NASDAQ OMX exchanges in Helsinki, Copenhagen, Stockholm, Iceland, Tallinn, Riga, and Vilnius. For more information about NASDAQ OMX, visit <http://www.nasdaqomx.com>. Please follow NASDAQ OMX on Facebook (<http://www.facebook.com/nasdaqomx>) and Twitter (<http://www.twitter.com/nasdaqomx>).

Cautionary Note Regarding Forward-Looking Statements

The matters described herein contain forward-looking statements that are made under the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements about The NASDAQ Stock Market and NASDAQ OMX’s other products and offerings. We caution that these statements are not guarantees of future performance. Actual results may differ materially from those expressed or implied in the forward-looking statements. Forward-looking statements involve a number of risks, uncertainties or other factors beyond NASDAQ OMX’s control. These factors include, but are not limited to factors detailed in NASDAQ OMX’s annual report on Form 10-K, and periodic reports filed with the U.S. Securities and Exchange Commission. We undertake no obligation to release any revisions to any forward-looking statements.

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