**Statement of Changes in Beneficial Ownership**

**1. Name and Address of Reporting Person**

SKULE JEREMY

(Street) NEW YORK NY 10036

(City) (State) (Zip)

**2. Issuer Name and Ticker or Trading Symbol**

NASDAQ, INC. [ NDAQ ]

**3. Date of Earliest Transaction (Month/Day/Year)**

12/06/2023

**4. If Amendment, Date of Original Filed (Month/Day/Year)**

12/06/2023

**5. Relationship of Reporting Person(s) to Issuer**

Executive Vice President

**6. Individual or Joint/Group Filing (Check Applicable Line)**

Form filed by One Reporting Person

**Rule 10b5-1(c) Transaction Indication**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common stock, par value $0.01 per share</td>
<td>12/06/2023</td>
<td>(g)(1)</td>
<td></td>
<td>3,712</td>
<td>$55.84</td>
<td>94,566(2)</td>
<td>Direct</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Represents the surrender of shares to pay withholding taxes in connection with vesting of equity previously granted under Nasdaq’s Equity Incentive Plan.

2. Represents (i) 35,879 shares or units of RSUs of which 5,560 are vested, (ii) 55,731 shares underlying PSUs, all of which are vested and (iii) 2,956 shares purchased under the Employee Stock Purchase Plan.

**Remarks:**

/s/ Alex Kogan, by power of attorney 12/08/2023

**Signature of Reporting Person**

**Date**

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.