
**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): January 11, 2010

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 10006
(Address of principal executive offices) (Zip code)

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

No change since last report
(Former Name or 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 7.01. Regulation FD Disclosure.

On January 11, 2010, The NASDAQ OMX Group, Inc. (“NASDAQ”) issued a press release announcing that it plans to commence a public offering of \$700 million of senior notes pursuant to an effective shelf registration statement filed with the Securities and Exchange Commission. The senior notes are expected to be comprised of two series with substantially identical terms other than pricing and maturity. NASDAQ OMX today also announced that it intends to enter into new senior unsecured credit facilities providing for up to \$1,250 million in borrowings, of which \$1,000 million will be a funded term loan and \$250 million will be an unfunded revolver.

NASDAQ OMX intends to simultaneously use the net proceeds from the notes offering together with borrowings from the proposed new senior unsecured credit facilities and cash on hand to repay all amounts outstanding under its existing senior secured credit facilities and terminate the associated credit agreement, as well as to pay fees and expenses related to these transactions.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

The matters described herein may 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 NASDAQ OMX’s proposed refinancing. 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.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Press release dated January 11, 2010

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: January 11, 2010

THE NASDAQ OMX GROUP, INC.

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

January 11, 2010

**NASDAQ OMX Announces Proposed Senior Notes Offering
and Proposed New Senior Unsecured Credit Facility**

New York, January 11, 2010 - The NASDAQ OMX Group, Inc. (NASDAQ:NDAQ) today announced that it plans to commence a public offering of \$700 million of senior notes pursuant to an effective shelf registration statement filed with the Securities and Exchange Commission. The senior notes are expected to be comprised of two series with substantially identical terms other than pricing and maturity. NASDAQ OMX today also announced that it intends to enter into new senior unsecured credit facilities providing for up to \$1,250 million in borrowings, of which \$1,000 million will be a funded term loan and \$250 million will be an unfunded revolver.

NASDAQ OMX intends to simultaneously use the net proceeds from the notes offering together with borrowings from the proposed new senior unsecured credit facilities and cash on hand to repay all amounts outstanding under its existing senior secured credit facilities and terminate the associated credit agreement, as well as to pay fees and expenses related to these transactions.

The exact terms and timing of the refinancing will depend upon market conditions and other factors.

Banc of America Securities LLC, J.P. Morgan Securities Inc. and Wells Fargo Securities, LLC will act as joint book-running managers of the notes offering.

The offering is being made solely by means of a prospectus supplement and accompanying prospectus, which have been or will be filed with the SEC. Before investing, the prospectus supplement and accompanying prospectus should be read, as well as other documents the company has filed or will file with the SEC for more complete information about NASDAQ OMX and this offering. These documents are available for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, Banc of America Securities LLC, J.P. Morgan Securities Inc. or Wells Fargo Securities, LLC can arrange to send you the prospectus if you request it by calling or e-mailing Banc of America Securities LLC toll free at 1-800-294-1322 or dg.prospectus_distribution@bofasecurities.com, or calling J.P. Morgan Securities Inc. at the following collect number: 1-212-834-4533 or calling or e-mailing Wells Fargo Securities, LLC toll free or at 1-800-356-5897 or Prospectus.specialrequests@wachovia.com. This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

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 3,700 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.

Cautionary Note Regarding Forward-Looking Statements

The matters described herein may 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 NASDAQ OMX's proposed refinancing. 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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MEDIA CONTACTS

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