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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## SCHEDULE TO

(Rule 13e-4)

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**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934**

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### **The NASDAQ OMX Group, Inc.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

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**Options to Purchase Common Stock, \$.01 par value per share**  
(Title of Class of Securities)

**631103108**

(CUSIP Number of Class of Securities Underlying Common Stock)

**Edward S. Knight**

**Executive Vice President and General Counsel**

**The NASDAQ OMX Group, Inc.**

**One Liberty Plaza**

**New York, New York 10006**

**+1 212 401 8700**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

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**Copies to:**

**Craig A. Roeder**

**Christopher M. Bartoli**

**Baker & McKenzie LLP**

**One Prudential Plaza, Suite 3500**

**130 East Randolph Drive**

**Chicago, IL 60601**

**(312) 861-8000**

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#### CALCULATION OF FILING FEE

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Transaction Valuation*	Amount of Filing Fee
Not applicable*	Not applicable*

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\* Pursuant to General Instruction D to Schedule TO, a filing fee is not required in connection with this filing as it contains only preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable.

Filing party: Not applicable.

Form or Registration No.: Not applicable.

Date filed: Not applicable.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This filing contains only preliminary communications made before the commencement of an anticipated tender offer to allow eligible employees of The NASDAQ OMX Group, Inc. (the "Company") that hold certain eligible stock options to exchange their stock options for replacement stock options (the "Option Exchange Program").

Attached is an email communication, dated June 10, 2010, from Robert Greifeld, the Company's CEO, to the employees of the Company announcing that the Company's stockholders voted to approve the Company's proposed Option Exchange Program.

**NASDAQ OMX has not initiated the Option Exchange Program. Even though stockholder approval has been obtained, the Company may still decide not to implement the Option Exchange Program or to delay its implementation. If the Option Exchange Program is commenced, NASDAQ OMX will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission ("SEC"). Persons who may be eligible to participate in the Option Exchange Program should read the Tender Offer Statement and other related materials when they become available because they will contain important information about the Option Exchange Program. NASDAQ OMX will deliver the Option Exchange Program documents to all eligible employees free of charge when the Option Exchange Program commences, and NASDAQ OMX's stockholders and option holders will be able to obtain these written materials and other documents filed by NASDAQ OMX with the SEC free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov).**

**ITEM 12. EXHIBITS.**

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
99.1	E-mail communication to all NASDAQ OMX employees, dated June 10, 2010, from Robert Greifeld, Chief Executive Officer of NASDAQ OMX.

To: All NASDAQ OMX Associates  
From: Bob Greifeld  
Subject: Option Exchange Program Approved

Dear Colleagues,

I am pleased to inform you that our stockholders approved all of the proposals put forth at the annual shareholder meeting on May 27<sup>th</sup>, including our Option Exchange Program proposal. With this approval, we will proceed with our plans to introduce the exchange program throughout the global organization.

This program will pertain only to those employees who received certain stock option grants in 2006, 2007, or 2008. Human Resources will provide additional details on how the process will work and timing for implementation in the coming days.

As a quick reminder, the Option Exchange Program will allow employees (excluding EVPs and higher) whose current options have a significantly higher exercise price than the current share price of our stock, to exchange their existing eligible awards for a fewer number of options with a lower exercise price and a new vesting schedule. The program is completely voluntary.

Your contributions are vital to this organization and we take pride in our ability to provide you with one of the most competitive total compensation and reward packages in the industry—and we believe this program underscores that commitment.

Regards,

Bob G.

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