

**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): July 19, 2022**

**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:

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

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 July 19, 2022, Mr. Johan Torgeby was elected to the Board of Directors (the “Board”) of Nasdaq, Inc. (“Nasdaq”), effective immediately. Nasdaq’s Board has determined that Mr. Torgeby is an independent director. Mr. Torgeby will serve on the Finance Committee of the Board. Mr. Torgeby was not selected as a director pursuant to any arrangements or understandings with Nasdaq or with any other person.

As a non-employee director, Mr. Torgeby will be compensated for his 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.

Mr. Torgeby is the President and Chief Executive Officer of Skandinaviska Enskilda Banken AB (“SEB”), a Nordic financial services group listed on Nasdaq Stockholm that offers banking services in Sweden and the Baltic countries. In the ordinary course of business, Nasdaq has from time to time entered into various transactions with SEB. SEB paid Nasdaq approximately \$5.6 million in 2022, and approximately \$10.1 million in 2021, for various products and services, and Nasdaq paid SEB approximately \$760,000 in 2022, and approximately \$1.5 million in 2021, for cash account, credit and FX trading services. SEB is also one of several lenders for certain of Nasdaq’s credit facilities, with such loans made in the ordinary course and on substantially the same terms as those for comparable loans. As of July 19, 2022, Nasdaq had no amounts outstanding under such facilities. In addition, SEB acted as an underwriter for Nasdaq’s bond offering in July 2021 and as a passive manager for Nasdaq’s bond offering in March 2022.

A copy of the press release announcing Mr. Torgeby’s appointment to the Board of Directors 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	<a href="#">Press release dated July 21, 2022.</a>
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, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: July 25, 2022

NASDAQ, INC.

By: /s/ John A. Zecca

Name: John A. Zecca

Title: Executive Vice President and Chief Legal Officer



### Nasdaq Appoints Johan Torgeby to its Board of Directors

**NEW YORK and STOCKHOLM, July 21, 2022** – Nasdaq, Inc. (Nasdaq: NDAQ), today announced the appointment of Johan Torgeby to its Board of Directors. Torgeby is President and Group Chief Executive at Skandinaviska Enskilda Banken (SEB), a leading financial services group in northern Europe headquartered in Stockholm, Sweden. Torgeby's appointment is effective immediately and expands the Board to 11 directors. He will be a member of the Finance Committee.

“Johan's extensive financial services and global leadership experience, with a particular focus on investor protection and risk management, will bring invaluable insights to the Nasdaq Board,” said **Michael R. Splinter, Chairman, Nasdaq**. “We are pleased to welcome Johan to the Board as the Company continues its journey to bring increased integrity, transparency, and liquidity to the global financial ecosystem.”

“I am excited to join Nasdaq's Board at such an important time during its strategic evolution and digital transformation,” said **Johan Torgeby**. “Nasdaq is a leading force in the global capital markets – in both the Nordic and Baltic regions, and with clients worldwide – and I look forward to working alongside my fellow directors and the management team to advance the Company's purpose and mission.”

Torgeby joined SEB in 2009 from Morgan Stanley and held several positions within the Large Corporates & Financial Institutions division prior to being named the division's Co-Head and a member of the Group Executive Committee in 2014. He was appointed President and CEO in 2017. Torgeby serves as a director of SEB, the Swedish Bankers' Association, the Institute of International Finance, and Mölnlycke Holding AB. He received a bachelor's degree in economics from Lund University, Sweden.

#### 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](#), or at [www.nasdaq.com](http://www.nasdaq.com).

#### Nasdaq Media Contact:

Will Briganti  
(646) 964-8169  
[william.briganti@nasdaq.com](mailto:william.briganti@nasdaq.com)

#### Investor Relations Contact:

Ed Ditmire, CFA  
(212) 401-8737  
[ed.ditmire@nasdaq.com](mailto:ed.ditmire@nasdaq.com)

-NDAQF-