SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

 -	-
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Addr Smith Bryan	1 0	Person*		ssuer Name and Tic ASDAQ, INC.				tionship of Reportir all applicable) Director Officer (give title	10% C		
(Last) 151 W. 42ND S	(First) STREET	(Middle)		Date of Earliest Trans 23/2023	te of Earliest Transaction (Month/Day/Year) 3/2023			below) Executive V	Ŋ		
(Street) NEW YORK (City)	NY (State)	10036 (Zip)	4. If	Amendment, Date	of Original Fil	ed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Form filed by One Form filed by Mo Person	e Reporting Per	son	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day)			2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		

	(Monthin Day rear)	(Month/Day/Year)	8)	mou.			Owned Following Reported	(I) (Instr. 4)	Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock, par value \$0.01 per share	02/23/2023		S ⁽¹⁾		6,000	D	\$57.06 ⁽²⁾	56,083 ⁽³⁾	D	
Table II. Derivative Securities Acquired Disposed of a Repeticially Owned										

Table II -Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 5. Number 1. Title of Derivative 3A. Deemed Execution Date, 6. Date Exercisable and Expiration Date 7. Title and Amount of 8. Price of Derivative 9. Number of derivative 11. Nature of Indirect 3. Transaction 10. Ownership Conversion Date Transaction (Month/Dav/Year) Security or Exercise if any (Month/Day/Year) Code (Instr. Derivative (Month/Day/Year) Securities Security Securities Form: Beneficial Securities Acquired Ownership (Instr. 3) Price of 8) Underlying (Instr. 5) Beneficially Direct (D) (Instr. 4) Derivative or Indirect Derivative Owned Following Security (A) or Disposed Security (Instr. 3 and 4) (I) (Instr. 4) Reported of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount or Number Expiration Date of Shares v (D) Code (A) Exercisable Date Title

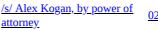
Explanation of Responses:

1. The reported sale was effected pursuant to a Rule 10b5-1 trading plan.

2. The price reported in this box is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.94 to \$57.24, inclusive. The reporting person undertakes to provide to Nasdaq, any security holder of Nasdaq or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.

3. Represents (i) 12,372 shares or units of restricted stock, of which 870 are vested, (ii) 40,255 shares underlying PSUs, all of which are vested and (iii) 3,456 shares purchased under the Employee Stock Purchase Plan.

Remarks:



02/27/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.