

NASDAQ OMX GROUP, INC.
Form 8-K
May 25, 2012

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): May 25, 2012 (May 22, 2012)

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.)

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One Liberty Plaza, New York, New York
(Address of principal executive offices)

10006
(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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the annual meeting of stockholders of The NASDAQ OMX Group, Inc. (NASDAQ OMX) held on May 22, 2012, the stockholders elected each of NASDAQ OMX 's nominees for director to serve for terms of one year and until their successors are duly elected and qualified. The stockholders also ratified the appointment of Ernst & Young LLP as NASDAQ OMX 's independent registered public accounting firm for the fiscal year ending December 31, 2012 and approved the advisory vote on executive compensation. The stockholders approved a stockholder proposal on adoption of a simple majority vote on an advisory basis, but did not approve a stockholder proposal on special shareowner meetings.

The table below shows the voting results.

| | | For | Against | Abstain | Broker Non-Votes |
|----------------------|--|-------------|------------|-----------|------------------|
| Proposal I: | Election of Directors | | | | |
| | Steven D. Black | 109,251,349 | 868,487 | 292,106 | 8,509,089 |
| | Börje Ekholm | 77,428,337 | 32,653,039 | 330,566 | 8,509,089 |
| | Robert Greifeld | 109,243,660 | 874,454 | 293,828 | 8,509,089 |
| | Glenn H. Hutchins | 108,771,936 | 1,347,678 | 292,328 | 8,509,089 |
| | Essa Kazim | 108,850,021 | 1,268,597 | 293,324 | 8,509,089 |
| | John D. Markese | 107,646,976 | 1,887,698 | 877,268 | 8,509,089 |
| | Ellyn A. McColgan | 109,271,035 | 847,152 | 293,755 | 8,509,089 |
| | Thomas F. O'Neill | 109,112,129 | 1,007,147 | 292,666 | 8,509,089 |
| | James S. Riepe | 109,192,424 | 936,589 | 282,929 | 8,509,089 |
| | Michael R. Splinter | 109,139,388 | 980,029 | 292,525 | 8,509,089 |
| | Lars Wedenborn | 109,288,477 | 828,715 | 294,750 | 8,509,089 |
| Proposal II: | Ratify Appointment of Independent Registered Public Accounting Firm | 117,641,451 | 1,242,135 | 37,445 | 0 |
| Proposal III: | Approve the Company's Executive Compensation on an Advisory Basis | 106,965,322 | 3,329,238 | 117,382 | 8,509,089 |
| Proposal IV: | Stockholder Proposal Adoption of a Simple Majority Vote | 75,109,736 | 35,223,983 | 78,223 | 8,509,089 |
| Proposal V: | Stockholder Proposal Special Shareowner Meetings | 54,094,902 | 53,645,928 | 2,671,112 | 8,509,089 |

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: May 25, 2012

The NASDAQ OMX Group, Inc.

By:

/s/ EDWARD S. KNIGHT

Edward S. Knight

Executive Vice President and General Counsel