

NASDAQ, INC.  
Form 8-K  
May 09, 2016

**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 9, 2016 (May 5, 2016)**

**Nasdaq, 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**

**(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 Nasdaq's annual meeting of stockholders held on May 5, 2016, the stockholders elected each of Nasdaq's nominees for director to serve for terms of one year and until their successors are duly elected and qualified. The stockholders also approved the Company's executive compensation on an advisory basis, ratified the appointment of Ernst & Young LLP as Nasdaq's independent registered public accounting firm for the fiscal year ending December 31, 2016 and approved the stockholder proposal entitled "Shareholder Proxy Access."

The table below shows the voting results, which exclude excess shares that were ineligible to vote as a result of the 5% voting limitation in the Company's amended and restated certificate of incorporation.

|   | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|---|-------------|----------------|----------------|-----------------------------|
| <b>Proposal I: Election of Directors</b>  |             |                |                |                             |
| Charlene T. Begley  | 101,559,367 | 30,722         | 45,710         | 7,983,303                   |
| Steven D. Black   | 101,030,172 | 558,687        | 46,940         | 7,983,303                   |
| Börje E. Ekholm   | 99,961,103  | 1,641,303      | 33,393         | 7,983,303                   |
| Robert Greifeld   | 101,337,814 | 265,060        | 32,925         | 7,983,303                   |
| Glenn H. Hutchins   | 100,272,359 | 1,317,128      | 46,312         | 7,983,303                   |
| Essa Kazim  | 101,331,706 | 267,473        | 36,620         | 7,983,303                   |
| Thomas A. Kloet   | 101,565,563 | 37,849         | 32,387         | 7,983,303                   |
| Ellyn A. McColgan   | 100,525,557 | 1,064,521      | 45,721         | 7,983,303                   |
| Michael R. Splinter   | 100,686,691 | 900,634        | 48,474         | 7,983,303                   |
| Lars R. Wedenborn   | 101,565,708 | 37,359         | 32,732         | 7,983,303                   |
| <b>Proposal II: Approve the Company's Executive Compensation on an Advisory Basis</b>   | 99,797,185  | 1,697,605      | 141,009        | 7,983,303                   |
| <b>Proposal III: Ratify the Appointment of Ernst &amp; Young LLP as Nasdaq's Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2016</b> | 107,816,129 | 1,768,881      | 34,092         | N/A                         |
| <b>Proposal IV: Consider the Stockholder Proposal Entitled "Shareholder Proxy Access"</b>   | 74,441,181  | 24,618,726     | 2,193,322      | 8,364,559                   |

**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 9, 2016

Nasdaq, Inc.

By: /s/ EDWARD S. KNIGHT

**Edward S. Knight**

**Executive Vice President and General Counsel**