NASDAQ OMX GROUP, INC.
Form DEF 14A
March 27, 2015
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant x

Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement
¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
x Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material Pursuant to §240.14a-12

The NASDAQ OMX Group, Inc.

(Name of Registrant as Specified In its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.
¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3)

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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¨ Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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WEDNESDAY, MAY 6, 2015

At 9:00 a.m. (EDT)

Nasdaq MarketSite | New York, New York

MARCH 27, 2015

Dear Fellow Nasdaq Stockholders:

We are pleased to enclose our latest proxy statement and invite you to attend the 2015 annual meeting of stockholders on May 6. You may elect to attend the meeting in New York or virtually via webcast at http://ir.nasdaq.com/events.cfm. While the stockholder meeting allows us to discuss key issues and initiatives at greater length, we want to provide you with a brief summary of recent business highlights that illustrate the depth and breadth of this franchise and our progress.

BUSINESS AND FINANCIAL HIGHLIGHTS

Our commitment to our clients, innovation and execution yielded another year of record financial performance for Nasdaq in 2014. Record net revenues, non-GAAP net income and non-GAAP EPS were driven by organic growth and contributions from our recent acquisitions.

Organic revenue growth in the Listing Services, Information Services and Technology Solutions segments was 4% in 2014, consistent with our medium-term outlook of mid-single digit revenue growth and was accompanied by an organic decline in expenses for the year. Of particular note, continued strong IPO activity and increased market share contributed to our best year in the U.S. IPO market in over a decade and the best year for Nordic IPOs since 2000.

Our continued focus on our clients trading needs and improving market conditions led to good gains across our diverse and competitive offerings in the Market Services segment, leading to a return of organic growth after several years of post-financial crisis industry volume headwinds.

Investors recognized the strength of our results and the stability of our business and cash flow through strong stock price performance and relative valuation gains compared to our peers and the broader market, enjoying above-average total stockholder returns.

GROWING FROM WITHIN

We know that organic growth is fundamental to creating long-term stockholder value. To ensure we continue to deliver strong growth, we again committed significant resources to Research and Development (R&D). While our track record in this area suggests we are on the right course with many of our initiatives, we know that we must be vigilant in our assessments of what is working and what is not, based on data and client feedback.

One area where we believe we are on the right path is the Nasdaq Private Market. Launched in 2014, it has established a new range of liquidity and capital management solutions for private companies and supports more than 60 clients, ranging from promising start-ups to well-established private companies like Motley Fool. As further support for innovative young companies, we are celebrating 25 years in Silicon Valley in 2015 and extending our presence in this home of so many Nasdaq-listed companies by launching the Nasdaq Entrepreneurial Center in San Francisco.

Nasdaq prides itself on being a preferred partner to our clients and working to bring more competition and efficiency to the markets. The launch of Nasdaq Futures (NFX), a new energy futures market with the support of leading commodities participants, will offer competitive pricing, an innovative clearing solution and high-performance technology for futures and options based on key energy benchmarks. It will launch in mid-2015, pending regulatory approval.

Another area where we remain optimistic about the opportunity for Nasdaq and our customers is the NLX initiative, launched in 2013. NLX is a London-based multilateral trading venue offering a complete suite of European interest rate benchmark futures, a horizontal clearing model bringing unique capital efficiencies and competitive fee structures. We continued to invest in NLX in 2014, reducing short-term earnings, and recognize that we must demonstrate progress and success with this initiative in the near term. We continue to look for new ways to better serve our clients by leveraging our leading technology and efficiencies.

INTEGRATING ACQUISITIONS

Again, our strong results in 2014 overall were driven by both broad-based organic growth and solid profit contributions from recent acquisitions. Our success was driven by our ability to successfully incorporate new acquisitions into our organization. Let me provide you with a few examples.

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Our eSpeed trading platform provides real-time trading of benchmark U.S. Treasury securities, one of the largest and most liquid fixed-income cash markets in the world. Last year, we made significant infrastructure investments, technology improvements and new product enhancements to the platform. As a result, we have a more competitive offering and are particularly pleased with successful new product launches like Treasury Bills trading, where the platform reached almost $5 billion in notional daily volume during the fourth quarter of 2014. However, the business has yet to perform adequately. We have more work to do on market share and revenue to make sure this business reaches its full potential and meets our expectations. We remain confident in our ability to deliver on both fronts.

Our Corporate Solutions suite now includes the full product offering and scale of Thomson Reuters Investor Relations (IR), Public Relations (PR), and Multimedia Solutions businesses, enhancing the performance and efficiency of this business that supports over 10,000 corporate clients from private ownership, through the IPO, to long-term development as a public company. In 2014, we worked to integrate both acquired and legacy Corporate Solutions platforms and expect to complete this work in 2015. We believe this will allow us to increase resources dedicated to growing revenue and complement the success we have had in reducing costs. Initial client feedback on our Next Generation platforms for IR, PR and Directors Desk has been very encouraging and a positive sign that our efforts are on the right track.

EFFECTIVE USE OF CAPITAL AND RESOURCES

Capital discipline remains central to our strategy and critical in assuring investors that diverse, strong and growing cash flow from our business is deployed as effectively as possible. All internal and external uses of capital are evaluated and prioritized for expected risk-adjusted returns and monitored for performance to support ongoing capital investment. In addition, our people are fundamental to our success and we always strive to make sure that our talent evolves with the needs of the business. As such, Nasdaq also modified its management structure by creating new President roles for Hans-Ole Jochumsen and Adena Friedman. Under their leadership, the company is better prepared to serve our clients, stockholders and employees around the globe. We also revitalized the corporate identity, brand, and launched a new tagline Ignite Your Ambition that reinforces our client-centered philosophy.

GROWING STOCKHOLDER VALUE

First and foremost at Nasdaq, we strive to grow stockholder value. A vital component of this effort is our disciplined approach to capital allocation, as mentioned earlier. Our business generates substantial cash flow, allowing us to both return capital to our stockholders and invest in our business. During 2014, we returned a total of $276 million to our stockholders, even as the company completed a material deleveraging objective and continued to significantly invest in new growth initiatives.

The Board of Directors is also actively engaged in comprehensive oversight of enterprise risk. Whether it involves business strategy, governance issues, legal challenges, economic trends, regulatory actions or sustainability and resource management concerns, this Board is focused on these issues and other emerging issues that contribute to our success.

We do everything in our power to make sure that Nasdaq technology is strong, secure, innovative and resilient. The Board is regularly briefed by technology experts from both within and without the company, staying abreast of industry trends and best practices. The SEC-mandated Regulation SCI, for example, compels us to administer robust technology controls and take corrective actions whenever necessary. Board members leverage their experience by planning for the future through smooth and effective strategies to transition people, programs and policies.

Finally, we believe in proactive and productive engagement with you, the stockholders. This Board welcomes stockholder perspectives, and we carefully consider the investor feedback we receive. You are a valuable resource for us as we continue to grow and develop this franchise.

Thank you.

The Board of Directors of The NASDAQ OMX Group, Inc.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of The NASDAQ OMX Group, Inc.:

The annual meeting will be held for the following purposes:

1. To elect 11 directors for a one-year term;
2. To approve the company s executive compensation on an advisory basis;
3. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015;
4. To approve the Nasdaq ECIP, as amended and restated;
5. To consider a stockholder proposal described in the accompanying proxy statement, if properly presented at the meeting; and
6. To transact such other business as may properly come before the annual meeting or any adjournment or postponement of the meeting.

We urge you to read the attached proxy statement for additional information concerning the matters to be considered at this meeting.

If you plan to attend the meeting in New York, you will need to request an admission ticket in advance and present a valid form of photo identification and proof of ownership of our common stock as of the record date as detailed on page 65 of the proxy statement.

If you are unable to attend in person, please view the live webcast from our Investor Relations website.

By Order of the Board of Directors,

Robert Greifeld

Chief Executive Officer

New York, New York

March 27, 2015

MEETING INFORMATION

DATE: **Wednesday, May 6, 2015**

TIME: **9:00 a.m. (EDT)**

PLACE: **Nasdaq MarketSite**

Four Times Square

New York, New York 10036

Watch a live webcast of the meeting on our Investor Relations website:

http://ir.nasdaq.com/events.cfm

HOW TO VOTE

Your vote is important. You are eligible to vote if you were a stockholder of record at the close of business on March 10, 2015.

Please read the proxy statement with care and vote right away using any of the following methods and your control number.

BY INTERNET USING YOUR TABLET OR SMART PHONE

Scan this QR code 24/7 to vote with your mobile device

BY PHONE

Call +1 800 690 6903 in the U.S. or Canada to vote your shares

BY INTERNET USING YOUR COMPUTER

Visit 24/7

www.proxyvote.com

BY MAIL

Cast your ballot, sign your proxy card, return by free post

ATTEND THE ANNUAL MEETING

Vote in person

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ACRONYMNS AND CERTAIN DEFINED TERMS

401(k) Plan	Tax-qualified Section 401(k) savings plan
ASC	Accounting Standards Codification
COBRA	Consolidated Omnibus Budget Reconciliation Act
Code	Internal Revenue Code of 1986, as amended
ECIP	Executive Corporate Incentive Plan
EPS	Earnings Per Share
Equity Plan	Nasdaq s Equity Incentive Plan

ERC	Employer Retirement Contribution
ERM	Enterprise Risk Management
ESPP	Employee Stock Purchase Plan
Exchange Act	Securities Exchange Act of 1934, as amended
FASB	Financial Accounting Standards Board
FASB ASC Topic 718	FASB ASC Topic 718, Stock Compensation
FINRA	Financial Industry Regulatory Authority
GAAP	Generally Accepted Accounting Principles
H.E.	His Excellency
IPO	Initial Public Offering

Nasdaq	The NASDAQ OMX Group, Inc.
PSUs	Performance Share Units
ROIC	Return on Invested Capital
RSUs	Restricted Stock Units
SEB	Skandinaviska Enskilda Banken AB
SEC	U.S. Securities and Exchange Commission
SERP	Supplemental Executive Retirement Plan
S&P	Standard & Poor s
TSR	Total Stockholder Return

PROXY SUMMARY

This summary highlights information contained elsewhere in this proxy statement. It does not contain all of the information that you should consider in voting your shares. You should read the entire proxy statement, as well as our annual report on Form 10-K, carefully before voting.

VOTING MATTERS AND BOARD RECOMMENDATIONS

	PROPOSAL	BOARD VOTING RECOMMENDATION	PAGE REFERENCE
I.	Election of 11 directors	FOR EACH NOMINEE	4
II.	Advisory vote to approve the company s executive compensation on an advisory basis	FOR	20
III.	Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015	FOR	52
IV.	To approve the Nasdaq ECIP, as amended and restated	FOR	54
V.	Stockholder proposal Right to act by written consent	AGAINST	58

PERFORMANCE HIGHLIGHTS

Nasdaq continued to deliver excellent results for stockholders in 2014. We continued to take steps to improve our strategic positioning, successfully meeting the evolving demands of our diverse client base, and maintaining the organization s relentless focus on efficiency.

NASDAQ OUTPERFORMED THE S&P 500 AND NASDAQ COMPOSITE INDEX ON TOTAL STOCKHOLDER RETURN OVER THE PAST 5 YEARS

NET REVENUES	NON-GAAP NET INCOME (1)	RETURNED TO STOCKHOLDERS	TOTAL STOCKHOLDER RETURN
$2.1	$499	$276	105%
BILLION	MILLION	MILLION	
9.1% increase year-over-year	12.1% increase year-over-year	In repurchased stock and dividends	3 year, including reinvestment of dividends

(1) See Annex A for a reconciliation of non-GAAP financial measures to our results as reported under U.S. GAAP.

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CORPORATE GOVERNANCE HIGHLIGHTS

Nasdaq s commitment to good corporate governance is integral to our business.

+ Annual election of directors	+ Regular executive sessions of Board and Board Committees	+ Directors elected by majority vote in uncontested elections	+ Strong risk management program
+ 10 of our 11 director nominees are independent	+ Separation of Board Chairman and CEO	+ Annual independent Board and member evaluations	+ Global ethics and corporate compliance program
+ Comprehensive Code of Conduct and Corporate Governance Guidelines	+ Board participation in executive succession planning	+ Stockholder ability to call a special meeting	+ Replacement of supermajority voting requirements

DIRECTOR NOMINEES

Information about each director s experience, qualifications, attributes and skills can be found beginning on page 6.

			COMMITTEE MEMBERSHIPS				OTHER PUBLIC CO. BOARDS
NAME	AGE	PRINCIPAL	AC	EC	MCC	NGC	

		DIRECTOR SINCE	OCCUPATION	INDE-PENDENT					
Charlene T. Begley Non-Industry; Public	48	2014	Retired SVP & CIO, General Electric Company	X	X				2
Steven D. Black Non-Industry; Public	62	2011	Co-CEO, Bregal Investments	X			X	X	None
Börje E. Ekholm Non-Industry	52	2011	CEO & President, Investor AB	X		X	X	Chair	2
Robert Greifeld Staff	57	2003	CEO, The NASDAQ OMX Group, Inc.			X			None
Glenn H. Hutchins Industry	59	2005	Co-Founder, Silver Lake	X		Chair	X		1
Essa Kazim Non-Industry	56	2008	Governor, Dubai International Financial Center; Chairman, Borse Dubai and Dubai	X		X			None

			Financial Market						
Thomas A. Kloet Non-Industry; Public	56	2015	Retired CEO & Executive Director, TMX Group Limited	X					None
John D. Markese Non-Industry; Public	69	1996	Vice Chairman, American Association of Individual Investors	X	Chair	X		X	None
Ellyn A. McColgan Non-Industry; Public	61	2012	Retired Executive Advisor, Aquiline Capital Partners, LLC	X	X			X	None
Michael R. Splinter Non-Industry; Issuer	64	2008	Executive Chairman, Applied Materials, Inc.	X		X	Chair		1
Lars R. Wedenborn Non-Industry	56	2008	CEO, FAM AB	X	X				None
			Number of Meetings in 2014		**10**	**0**	**6**	**7**	

EC Executive Committee MCC NGC

AC Audit Committee	Management Compensation Committee	Nominating & Governance Committee

STOCKHOLDER ENGAGEMENT

We value our stockholders perspective on our businesses and each year interact with stockholders through a variety of engagement activities. In 2014, our key stockholder engagement activities included investor road shows in nine major North American and European metropolitan regions, investor conferences in six cities in the U.S. and U.K., and our 2014 annual meeting of stockholders, held in Stockholm with electronically-linked participation available in New York City. We welcome investor input, and in particular, we invite stockholder feedback on the stockholder proposal set forth in Proposal V of this proxy statement relating to the right to act by written consent.

EXECUTIVE COMPENSATION HIGHLIGHTS

Compensation decisions made for 2014 were aligned with Nasdaq s strong operational performance and reflect continued emphasis on variable, at-risk compensation paid out over the long-term. Compensation decisions are intended to reinforce our focus on performance and sustained, profitable growth that translates into stock price appreciation.

2014 annual incentives reflected our achievement of targeted corporate revenue ($2.1 billion) and above target corporate operating income (run rate) results ($873.6 million) in addition to accomplishment of strategic objectives and business unit financial results. The resulting annual incentive payouts to named executive officers ranged from 120%-169% of targeted amounts.

Our long-term incentive plan rewards named executive officers for long-term TSR. In 2012, PSUs were granted contingent upon three-year relative TSR performance as compared to industry peers and S&P 500 companies. The three-year performance cycle completed on December 31, 2014 with the following results:

Nasdaq cumulative TSR (per plan design): 82.1%	S&P 500 rank: 59th percentile
Industry peer rank: 67th percentile	Payout at 137% of target

2014 TOTAL DIRECT COMPENSATION FOR EACH NAMED EXECUTIVE OFFICER

NAMED EXECUTIVE OFFICER	BASE SALARY	CASH INCENTIVE AWARD	TARGET GRANT DATE FACE VALUE OF EQUITY AWARDS	TOTAL

Robert Greifeld Chief Executive Officer	$1,000,000	$2,550,450	$6,649,200	**$10,199,650**
Lee Shavel Chief Financial Officer and Executive Vice President, Corporate Strategy	$500,000	$900,375	$1,272,731	**$2,673,106**
Adena T. Friedman President	$396,947	$1,636,250	$8,272,690	**$10,305,887**
Hans-Ole Jochumsen President	$558,409	$1,623,000	$1,636,364	**$3,817,773**
John L. Jacobs Former Executive Vice President, Global Information Services	$475,000	$1,183,700	$1,000,003	**$2,658,703**

HELPFUL INFORMATION & ONLINE RESOURCES

Beginning on page 65, you will find answers to frequently asked questions about proxy materials, voting, our annual meeting and company filings and reports. We have also included a list of resources available on our website.

PROPOSAL I: ELECTION OF DIRECTORS

The business and affairs of Nasdaq are managed under the direction of our Board of Directors. Our directors have diverse backgrounds and experience and represent a broad spectrum of viewpoints.

Pursuant to our Amended and Restated Certificate of Incorporation and By-Laws and based on our governance needs, the Board may determine the total number of directors. The Board is authorized to have 11 directors following our 2015 annual meeting.

Each of the 11 nominees identified in this proxy statement has been nominated by our Nominating & Governance Committee and Board of Directors for election to a one-year term. All nominees have consented to be named in this proxy statement and to serve on the Nasdaq Board, if elected.

In an uncontested election, our directors are elected by a majority of votes cast at any meeting for the election of directors at which a quorum is present. This election is an uncontested election, and therefore, each of the 11 nominees must receive the affirmative vote of a majority of the votes cast to be duly elected to the Board. Any shares not voted, including as a result of abstentions or broker non-votes, will not impact the vote.

Our corporate governance guidelines require that, in an uncontested election, an incumbent director must submit an irrevocable resignation as a condition to his or her nomination for election. If an incumbent director fails to receive the requisite number of votes in an uncontested election, the irrevocable resignation becomes effective and such resignation will be considered by the Nominating & Governance Committee. This Committee will recommend to the full Board whether or not to accept the resignation. The Board is required to act on the recommendation and to disclose publicly its decision-making process with respect to the resignation. All the incumbent directors have submitted the irrevocable resignation.

INFORMATION WITH RESPECT TO DIRECTOR NOMINEES

In evaluating candidates for nomination to the Board, the Nominating & Governance Committee reviews the skills, qualifications, characteristics and experience desired for the Board as a whole and for its individual members, with the objective of having a Board that reflects diverse backgrounds and senior level experience in the areas of global business, finance, legal and regulatory, technology and marketing. Characteristics of all directors include integrity, high personal and professional ethics, sound business judgment, the ability and willingness to commit sufficient time to fulfill their Board responsibilities, a commitment to representing the long-term interests of our stockholders and a willingness to fulfill their responsibilities related to affiliated self-regulatory organizations.

In evaluating the suitability of individual Board nominees, the Nominating & Governance Committee takes into account many factors, including general and diverse understanding of the global economy, capital markets, finance and other disciplines relevant to the success of a large publicly-traded financial services company; a general understanding of Nasdaq s business and technology; the classification requirements under our By-Laws; the individual s educational and professional background and personal accomplishments; and factors such as geography, gender, age and ethnic diversity. The Committee evaluates each individual candidate in the context of the Board as a whole, with the objective of maintaining a group of directors that can further the success of Nasdaq s business, while representing the interests of stockholders, employees and the communities in which the company operates. In determining whether to recommend a Board member for re-election, the Nominating & Governance Committee also considers the director s past attendance at meetings, participation in and contributions to the activities of the Board and the most recent Board self-assessment.

The Nominating & Governance Committee considers possible candidates suggested by Board and Committee members, industry groups, stockholders and senior management. In addition to submitting suggested nominees to the Nominating & Governance Committee, a Nasdaq stockholder may nominate a person for election as a director at Nasdaq s annual meeting or at a special meeting, provided the stockholder follows the procedures specified in Nasdaq s By-Laws. The Nominating & Governance Committee reviews all candidates in the same manner, regardless of the source of the recommendation.

In addition, the Nominating & Governance Committee may engage a third-party search firm from time-to-time to assist in identifying and evaluating qualified candidates. In connection with the recruitment of Mr. Kloet, the Nominating & Governance Committee retained the search firm of Heidrick & Struggles to help identify director prospects, perform candidate outreach, assist in reference and background checks and provide other related services.

We are obligated by the terms of a stockholders agreement dated February 27, 2008 between Nasdaq and Borse Dubai, as amended, to nominate and generally use best efforts to cause the election to the Nasdaq Board of one individual designated by Borse Dubai, subject to certain conditions. H.E. Kazim is the individual designated by Borse Dubai as its nominee.

We also are obligated by the terms of a stockholders agreement dated December 16, 2010 between Nasdaq and Investor AB to nominate and generally use best efforts to cause the election to the Nasdaq Board of one individual designated by Investor AB, subject to certain conditions. Mr. Ekholm is the individual designated by Investor AB as its nominee.

Finally, Nasdaq s common stock is currently listed on The Nasdaq Stock Market and Nasdaq Dubai. In order to qualify as independent under the listing rules of The Nasdaq Stock Market, a director must satisfy a two-part test. First, the director must not fall into any of several categories that would automatically disqualify the director from being deemed independent. Second, no director qualifies as independent unless the Board affirmatively determines that the director has no direct or indirect relationship with the company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Under the Nasdaq Dubai listing rules and the Markets Rules of the Dubai Financial Services Authority, a director is considered independent if the Board determines the director to be independent in character and judgment and to have no relationship or circumstances that are likely to affect, or could appear to affect, the director s judgment in a manner other than in the best interests of the company.

Based upon detailed written submissions by each individual, the Board has determined that all of our current directors are independent under the rules of each of The Nasdaq Stock Market and Nasdaq Dubai, other than Mr. Greifeld. Mr. Greifeld is deemed not to be independent because he is the CEO of Nasdaq. In addition, in determining the independence of Mr. Kloet, the Board considered that Nasdaq and Mr. Kloet were recently party to a consulting arrangement under which Mr. Kloet provided his expertise on certain European projects. The arrangement terminated after approximately one month when Mr. Kloet was nominated to a position on the Board. Given the short nature of the arrangement, the fact that it was terminated prior to Mr. Kloet s joining the Board and the de minimis amount of fees received, the Board concluded that Mr. Kloet is an independent director.

SUMMARY OF DIRECTOR NOMINEES

The following summarizes the characteristics of the nominees for director that led the Board to conclude that each director nominee is qualified to serve on the Board.

ALL DIRECTOR NOMINEES EXHIBIT

High personal and professional ethics

A proven record of success

A commitment to affiliated self-regulatory organizations

Knowledge of corporate governance requirements and practices

Leadership experience

Knowledge of financial services and technology

A commitment to the long-term interests of our stockholders

An appreciation of multiple cultures

NOMINEES

CHARLENE T. BEGLEY

Age: 48

Director since 2014

Other Public Company Boards: Red Hat, Inc.; WPP plc

Board Committees: Audit

Ms. Begley served in various capacities for the General Electric Company, a diversified infrastructure and financial services company, from 1988-2013. Most recently, Ms. Begley served in a dual role as Senior Vice President and Chief Information Officer, as well as President and CEO of GE s Home and Business Solutions Office, from January 2010-December 2013. Previously, Ms. Begley served as President and CEO of GE s Enterprise Solutions from 2007-2009. At GE, Ms. Begley served as President and CEO of GE Plastics and GE Transportation. She also led GE s Corporate Audit staff and served as CFO for GE Transportation and GE Plastics Europe and India. Ms. Begley is a member of the WPP and Red Hat audit and nominating committees.

Skills and Qualifications

Significant technology, cybersecurity, business process improvement and operational excellence experience
Extensive leadership experience of a highly complex global industrial and financial services company
Risk management, finance, audit and international business operations experience
Broad senior operational experience spanning diverse products and companies
Audit committee financial expert; served in a number of finance and audit roles at GE

STEVEN D. BLACK

Age: 62

Director since 2011

Other Public Company Boards: None

Board Committees: Management Compensation and Nominating & Governance

Mr. Black has been Co-CEO of Bregal Investments, a private equity firm, since September 2012. He was the Vice Chairman of JP Morgan Chase & Co. from March 2010-February 2011 and a member of the firm s Operating and Executive Committees. Prior to that position, Mr. Black was the Executive Chairman of JP Morgan Investment Bank from October 2009-March 2010. Mr. Black served as Co-CEO of JP Morgan Investment Bank from 2004-2009. Mr. Black was the Deputy Co-CEO of JP Morgan Investment Bank since 2003. He also served as head of JP Morgan Investment Bank s Global Equities business since 2000 following a career at Citigroup and its predecessor firms.

Skills and Qualifications

- Extensive leadership experience of a highly complex global financial services company
- Depth of knowledge from over 40 years of experience in the global financial services industry
- Experience leading a global business in a regulated industry
- Management development, compensation and succession planning experience
- Extensive background in international public company governance

BÖRJE E. EKHOLM

Age: 52

Director since 2011

Other Public Company Boards: Investor AB (until May 12, 2015), Telefonaktiebolaget LM Ericsson

Board Committees: Executive, Management Compensation and Nominating & Governance (Chair)

Mr. Ekholm is President and CEO of Investor AB, an industrial holding company. Following ten years as President and CEO of Investor AB, Mr. Ekholm will step down from his current position effective May 12, 2015 to lead a new division of Investor AB, Patricia Industries. Prior to becoming President and CEO in 2005, Mr. Ekholm was a member of the Management Group of Investor AB, where he had oversight of the new investments business. He previously served as the President of Novare Kapital AB, an early-stage venture capital company. He also served in various positions at McKinsey & Company, Inc. He is a member of the remuneration committee of Telefonaktiebolaget LM Ericsson.

Skills and Qualifications

- Extensive leadership of a highly complex global financial services company
- Significant expertise in international business operations
- Extensive background in international public company governance
- Broad knowledge of international markets with experience in finance, accounting, corporate strategy and technology
- Management development, compensation and succession planning experience

ROBERT GREIFELD

Age: 57

Director since 2003

Other Public Company Boards: None

Board Committees: Executive

Mr. Greifeld was appointed CEO and elected to the Board in 2003. Prior to joining Nasdaq, he was Executive Vice President at SunGard Data Systems, Inc., a global provider of integrated software and processing solutions for financial services and a provider of information availability services. Mr. Greifeld joined SunGard in 1999 through SunGard s acquisition of Automated Securities Clearance, Inc., where from 1991-1999, Mr. Greifeld was the President and COO.

Skills and Qualifications

- Extensive leadership of a highly complex global financial services company in a regulated industry
- Significant experience in technology leadership, as well as organizational and operational management
- Transactional experience negotiating and structuring mergers and acquisitions
- Management development, compensation and succession planning experience
- Extensive background in international public company governance

GLENN H. HUTCHINS

Age: 59

Director since 2005

Other Public Company Boards: AT&T

Board Committees: Executive (Chair) and Management Compensation

Mr. Hutchins is a Co-Founder of Silver Lake, a technology investment firm that was established in January 1999. He has been a Class B Director of the Federal Reserve Bank of New York since August 2011. Mr. Hutchins is the Chairman of the Board of Directors of SunGard Capital Corp.

Skills and Qualifications

- Extensive leadership of, and transactional experience as, a private equity investor
- In-depth knowledge of the technology sector
- Management development, compensation and succession planning experience
- Extensive experience in the public policy sector
- Significant experience in technology leadership, as well as organizational and operational management

ESSA KAZIM

Age: 56

Director since 2008

Other Public Company Boards: None

Board Committees: Executive

H.E. Kazim has been Governor of the Dubai International Financial Center since January 2014. Since 2006, he has served as Chairman of Borse Dubai and Chairman of the Dubai Financial Market. H.E. Kazim began his career as a Senior Analyst in the Research and Statistics Department of the UAE Central Bank in 1988, and then he moved to the Dubai Department of Economic Development as Director of Planning and Development in 1993. He was then appointed Director General of the Dubai Financial Market from 1999-2006. H.E. Kazim is a member of the Supreme Fiscal Committee of Dubai.

Skills and Qualifications

- Extensive leadership of a complex global business in a regulated industry
- Broad knowledge of international markets with experience in finance, accounting, corporate strategy and technology
- Management development, compensation and succession planning experience
- Significant experience in technology leadership, as well as organizational and operational management
- Extensive background in international public company governance

THOMAS A. KLOET

Age: 56

Director since 2015

Other Public Company Boards: None

Board Committees: None

Mr. Kloet was the first CEO and Executive Director of TMX Group Limited, the holding company of the Toronto Stock Exchange, TSX Venture Exchange, Montreal Exchange, Canadian Depository for Securities, Canadian Derivatives Clearing Corporation and the BOX Options Exchange, from 2008-2014. Previously, he served as Senior Executive Vice President and COO of Fimat America s from 2003-2008, overseeing all operating units of the U.S. broker-dealer of Société Générale. Mr. Kloet served as CEO of the Singapore Exchange from 2000-2002 and as senior vice president and chief administrative officer of ABN AMRO from 1997-2000. Mr. Kloet served as a Board member, treasurer and clearing chairman of the Chicago Mercantile Exchange from 1995-2000. He served as COO of Credit Agricole Futures, Inc. from 1990-1997, CFO of Index Futures Group from 1988-1990, Director of Internal Audit at Chicago Mercantile Exchange from 1985-1988 and Regulatory Staff Auditor at Chicago Mercantile Exchange from 1981-1982. Mr. Kloet is a Certified Public Accountant and a member of the American Institute of Certified Public Accountants. He is also a member of the U.S. Commodity Futures Trading Commission s Market Risk Advisory Committee and was inducted into the Futures Industry Association Hall of Fame in March 2015.

Skills and Qualifications

- Leadership of a complex global business in financial markets and regulated industries
- Broad knowledge of international markets with experience in finance, accounting and corporate strategy
- Management development, compensation and succession planning experience
- Significant experience in technology leadership, as well as organizational, operational and risk management
- Extensive background in international public company governance

JOHN D. MARKESE

Age: 69

Director since 1996

Other Public Company Boards: None

Board Committees: Audit (Chair), Executive and Nominating & Governance

Dr. Markese served on FINRA s Board of Governors from 1998-2002. Since his retirement in October 2010, Dr. Markese has been the Vice Chairman of the American Association of Individual Investors, a not-for-profit organization providing investment education to individual investors founded in 1978. Previously, Dr. Markese was the President and CEO of the American Association of Individual Investors.

Skills and Qualifications

- Audit committee financial expert, based on over 40 years of work in finance
- Extensive financial expertise acquired through a doctoral degree in Finance and teaching business school classes in the areas of Corporate Finance, Financial Case Analysis, Portfolio Management and Investment Analysis
- Extensive experience in risk management, financial operations, accounting, financial controls and reporting
- Extensive background in international public company governance
- Provides important insights from the perspective of the individual investor community

ELLYN A. MCCOLGAN

Age: 61

Director since 2012

Other Public Company Boards: None

Board Committees: Audit and Nominating & Governance

From September 2010-September 2014, Ms. McColgan was an Executive Advisor at Aquiline Capital Partners, LLC, a private equity firm that invests in the financial services sector. She worked as a private consultant from February 2009-September 2010. From April 2008-January 2009, Ms. McColgan was President and COO of the Global Wealth Management Group of Morgan Stanley. Prior to that, she served in various senior management positions at Fidelity Investments from 1990-2007. Ms. McColgan was a director and member of the audit committee at Primerica from 2010-2011.

Skills and Qualifications

- Extensive leadership experience of a highly complex global financial services company
- Experience managing international business operations
- Audit committee financial expert; significant experience managing CFOs
- Extensive experience in risk management, financial operations, accounting, financial controls and reporting
- Significant management development, compensation and succession planning experience

MICHAEL R. SPLINTER

Age: 64

Director since 2008

Other Public Company Boards: Applied Materials, Inc.

Board Committees: Executive and Management Compensation (Chair)

Mr. Splinter has served as Executive Chairman of the Board of Directors of Applied Materials, Inc., a global leader in nanomanufacturing technology solutions for the electronics industry, since September 2013. At Applied Materials, he served as Chairman of the Board of Directors from March 2009-September 2013, CEO from April 2003-September 2013 and President from April 2003-June 2012. An engineer and technologist, Mr. Splinter is a 40-year veteran of the semiconductor industry. Prior to joining Applied Materials, Mr. Splinter was an executive at Intel Corporation.

Skills and Qualifications

- Leadership of a complex global technology business
- Extensive background in international public company governance at a Nasdaq-listed company
- Management development, compensation and succession planning experience
- Significant international business operations experience
- Technology, cybersecurity, business process improvement and operational excellence experience

LARS R. WEDENBORN

Age: 56

Director since 2008

Other Public Company Boards: None

Board Committees: Audit

Mr. Wedenborn was elected Chairman of the Nasdaq OMX Nordic Ltd. Board in October 2009. He is CEO of FAM AB, which is wholly owned by the Wallenberg Foundations. He started his career as an auditor. During 1991-2000, he was Deputy Managing Director and CFO at Alfred Berg, a Scandinavian investment bank. He served with Investor AB, a Swedish industrial holding company, as Executive Vice President and CFO from 2000-2007. Mr. Wedenborn was a member of the Board of OMX AB prior to its acquisition by Nasdaq.

Skills and Qualifications

- Extensive leadership of a highly complex financial organization
- Audit committee financial expert; Master of Economics, University of Uppsala
- Extensive experience in risk management, financial operations, accounting, financial controls and reporting
- Extensive background in international public company governance
- Management development, compensation and succession planning experience

DIRECTOR COMPENSATION

Annual non-employee director compensation is based upon a compensation year beginning and ending in May. Staff directors do not receive compensation for serving on the Board. The following table shows the compensation policy for non-employee directors currently in effect.

ITEM	MAY 2014	MAY 2015 (1)
Annual retainer for Board members (other than the Chairman)		$80,000
Annual retainer for Board Chairman		$205,000
Annual equity award for all Board members (grant date market value)		$115,000
Annual Audit Committee Chair compensation		$25,000
Annual Audit Committee member compensation		$5,000
Annual Management Compensation Committee Chair compensation		$25,000

Annual Management Compensation Committee member compensation	$5,000
Annual Nominating & Governance Committee Chair compensation	$15,000
Board meeting attendance fee (per meeting)	$1,500
Committee meeting attendance fee (per meeting)	$1,500

(1) The amounts in this table remained unchanged as compared to the prior compensation year, except the annual retainer for the Board Chairman increased to $205,000 from $180,000.

Each non-employee director may elect to receive the annual retainer in cash (payable in equal semi-annual installments), equity or a combination of cash and equity. The annual equity award and any equity elected as part of the annual retainer are awarded automatically on the date of the annual meeting of stockholders immediately following election and appointment to the Board. These equity awards vest in full one year from the date of grant.

Each non-employee director also may elect to receive Committee Chair, Committee member and/or meeting fees in cash or equity. Cash payments for Committee service are made in a lump sum near the beginning of the compensation year. If a director elects to receive equity for Committee service in lieu of cash, the equity will be awarded on the date of the annual meeting of stockholders and will vest in full one year from the date of grant. Cash payments for Board and Committee meeting fees are made in arrears on a semi-annual basis. If a director elects to receive equity for Board and Committee meeting fees in lieu of cash, the equity will be awarded on the date of the next annual meeting of stockholders and will vest in full immediately.

All equity paid to Board members consists of RSUs. The amount of equity to be awarded is calculated based on the closing market price of our common stock on the date of the annual meeting. Unvested equity is forfeited in certain circumstances upon termination of the director s service on the Board.

Directors are reimbursed for business expenses and reasonable travel expenses for attending Board and Committee meetings. Non-employee directors do not receive retirement, health or life insurance benefits. Nasdaq provides each non-employee director with director and officer liability insurance coverage, as well as accidental death and dismemberment and travel insurance for and only when traveling on behalf of Nasdaq.

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STOCK OWNERSHIP GUIDELINES

Under our stock ownership guidelines, non-employee directors must maintain a minimum ownership level in Nasdaq common stock of five times the annual cash retainer. Shares owned outright, through shared ownership and in the form of vested and unvested restricted stock, are taken into consideration in determining compliance with these stock ownership guidelines. Exceptions to this policy may be necessary or appropriate in individual situations, and the Chairman of the Board may approve such exceptions from time to time. New directors have until four years after their initial election to the Board to obtain the minimum ownership level. All of the directors who were required to be in compliance with the guidelines on December 31, 2014 were in compliance with the guidelines as of that date.

2014 DIRECTOR COMPENSATION TABLE

ME (1)	FEES EARNED OR PAID IN CASH ($) (2)(3)	STOCK AWARDS ($) (4)(5)(6)	OPTION AWARDS ($)	NON-EQUITY INCENTIVE PLAN COMPENSATION ($)	CHANGE IN PENSION VALUE AND NONQUALIFIED DEFERRED COMPENSATION EARNINGS ($)	ALL OTHER COMPENSATION ($)	TO
T. Begley	$74,828	$115,017					$1
Black	$53,500	$225,569					$2
Ekholm	$199,000	$115,017					$3
	$23,000	$202,581					$2

Hutchins			
m	$99,500	$115,017	$2
. Kloet			
arkese (7)	$225,000	$115,017	$3
McColgan	$50,000	$195,053	$2
. O Neill	$99,500	$115,017	$2
Riepe	$49,000		$
. Splinter	$46,000	$202,581	$2
edenborn (8)	$113,764	$195,053	$3

(1) Robert Greifeld is not included in this table as he is an employee of Nasdaq and thus receives no compensation for his service as a director. For information on the compensation received by Mr. Greifeld as an employee of the company, see Compensation Discussion and Analysis and Executive Compensation Tables.

(2)

The differences in fees earned or paid in cash reported in this column largely reflect differences in each individual director s election to receive the annual retainer in cash, RSUs or a combination of cash and RSUs. This election is made at the beginning of the Board compensation year in May and applies throughout the year. In addition, the difference in fees earned or paid also reflects Committee service and meeting attendance.

(3) As discussed above, Nasdaq allows directors to receive Committee Chair, Committee member and/or meeting fees in equity, rather than cash. Accordingly, Messrs. Black, Hutchins and Splinter have elected to receive the amounts reported in this column in the form of equity that will be awarded in May 2015.

(4) The amounts reported in this column reflect the grant date fair value of the stock awards computed in accordance with FASB ASC Topic 718. The assumptions used in the calculation of these amounts are included in note 12 to the company s audited financial statements for the fiscal year ended December 31, 2014 included in our annual report on Form 10-K. The differences in the amounts reported among non-employee directors primarily reflect differences in each individual director s election to receive a portion of the annual retainer in cash or RSUs.

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(5) These stock awards, which were awarded on May 7, 2014, represent the annual equity award and any portion of the annual retainer that the director elected to receive in equity. Each non-employee director received the annual equity award, which consisted of 3,117 RSUs with a grant date fair value of $115,017. Messrs. Black, Hutchins, Splinter, Wedenborn and Ms. McColgan elected to receive all of their annual retainers in equity, so they each received an additional 2,169 RSUs with a grant date fair value of $80,036 for a total grant date fair value of $195,053. In addition, Messrs. Black, Hutchins and Splinter elected to receive Committee Chair, Committee member and/or meeting fees in equity, rather than cash. Accordingly, Mr. Black received an additional 827 RSUs with a grant date fair value of $30,516 and Messrs. Hutchins and Splinter received an additional 204 RSUs with a grant date fair value of $7,528.

(6) The aggregate number of unvested and vested shares and units of restricted stock beneficially owned by each non-employee director as of December 31, 2014 is summarized in the following table:

DIRECTOR	NUMBER OF UNVESTED RESTRICTED SHARES AND UNITS	NUMBER OF VESTED RESTRICTED SHARES AND UNITS
Charlene Begley	3,117	
Steven D. Black	5,286	10,560
Börje E. Ekholm	3,117	23,033
Glenn H. Hutchins	5,286	23,440

Essa Kazim	3,117	21,357
Thomas A. Kloet		
John D. Markese	3,117	56,781
Ellyn A. McColgan	5,286	15,034
Thomas F. O Neill	3,117	13,831
James S. Riepe		31,777
Michael R. Splinter	5,286	28,612
Lars R. Wedenborn	5,286	2,599

(7) Fees earned by Dr. Markese include $75,000 for his service as a director of our U.S. exchange subsidiaries.

(8) Fees earned by Mr. Wedenborn include $37,264 (28,041) for his service as Chairman of the Board of NASDAQ OMX Nordic Ltd. This amount was converted to U.S. dollars from euros at an exchange rate of $1.3289 per euro, which was the average exchange rate for 2014.

CORPORATE GOVERNANCE

The following section provides an overview of our corporate governance structure and the responsibilities of the Board and each of its Committees.

GOVERNANCE DOCUMENTS AND CHARTERS

The following materials related to corporate governance at Nasdaq are reviewed regularly by the Board. These materials are available on our website (see Online Resources on page 69). These documents are also available, free of charge, by writing to Joan C. Conley, Senior Vice President and Corporate Secretary, The NASDAQ OMX Group, Inc., 805 King Farm Boulevard, Rockville, MD 20850, or by email (corporatesecretary@nasdaq.com).

- Board of Directors Duties and Obligations
- Corporate Governance Guidelines
- Nasdaq Code of Conduct for the Board of Directors
- Nasdaq Board Committee Charters
- Procedures for Communicating with the Board of Directors
- Nasdaq Code of Ethics

THE BOARD S PURPOSE

The Nasdaq Board represents and acts on behalf of our stockholders and is committed to strong corporate governance policies, practices and procedures designed to make the Board more effective in exercising its oversight role. While the Board does not have responsibility for day-to-day management of the company, it stays informed about the company s business and provides guidance to company management through periodic meetings, site visits and other interactions. The Board is deeply involved in the company s strategic planning process, leadership development, succession planning and oversight of risk management. The Board has created a strong Committee structure designed to ensure effective and efficient Board operations.

ATTENDANCE AT BOARD MEETINGS

The Board held 14 meetings during the year ended December 31, 2014, and the Board met in executive session without management present during all of those meetings. None of the current directors attended fewer than 75% of the meetings of the Board and those Committees on which the director served during the 2014 calendar year.

ATTENDANCE AT MEETINGS OF STOCKHOLDERS

Nasdaq s policy is to encourage all directors to attend annual and special meetings of our stockholders. Ten of the current members of the Board attended the annual meeting held on May 7, 2014.

BOARD S LEADERSHIP STRUCTURE

In accordance with our Corporate Governance Guidelines, Nasdaq separates the roles of Chairman of the Board and CEO. Nasdaq believes that this separation of roles promotes more effective communication channels for the Board to express its views on management. Nasdaq s CEO, Robert Greifeld, who has over twenty years experience in the securities industry, is responsible for the strategic direction, day-to-day leadership and performance of Nasdaq. The Chairman of Nasdaq s Board, Börje E. Ekholm, who brings to the Board the perspective of a large stockholder, provides guidance to the CEO, presides over meetings and executive sessions of the Board and serves as the primary liaison between the CEO and the other directors. We believe that this separation of roles and allocation of distinct responsibilities to each role facilitates communication between senior management and the full Board about issues such as corporate governance, management development, succession planning, executive compensation and company performance.

BOARD S RISK OVERSIGHT ROLE

Nasdaq s management has day-to-day responsibility for: (i) identifying risks and assessing them in relation to Nasdaq s strategies and objectives, (ii) implementing suitable risk mitigation plans, processes and controls and (iii) appropriately managing risks in a manner that serves the best interests of Nasdaq, its stockholders and other stakeholders. Nasdaq has a Global Risk Steering Committee, comprised of employees, that regularly reviews risks for materiality and refers significant risks to the Board or specific Board Committees. To support the work of the Global Risk Steering Committee, Nasdaq also has recently created a Technology Risk Steering Committee, which is responsible for monitoring systems risks across the organization, and a Global Compliance Council, which monitors regulatory and corporate compliance risks across the company.

Nasdaq s Board has ultimate responsibility for overseeing risk management with a focus on the most significant risks facing the company. The Board is assisted in meeting this responsibility by several Board Committees as described below. Furthermore, non-management directors meet in executive session on a regular basis without the presence of management to discuss matters, including matters pertaining to risk. Nasdaq does not believe that the Board s role in risk oversight has affected its leadership structure.

CODE OF ETHICS: BOARD AND EMPLOYEES

We have adopted the Nasdaq Code of Ethics, which is applicable to all of our employees, including the principal executive officer, the principal financial officer and the controller and principal accounting officer, and contractors. In addition, we have a separate Nasdaq Code of Conduct for the Board, which contains provisions specifically applicable to directors. We post amendments to or waivers from the Nasdaq Code of Ethics (to the extent applicable to the principal executive officer, the principal financial officer or the controller and principal accounting officer) or to the Nasdaq Code of Conduct for the Board on our website (see Online Resources on page 69). We also disclose amendments or waivers to the codes in any manner otherwise required by the standards applicable to companies listed on The Nasdaq Stock Market.

ANNUAL INDEPENDENT BOARD AND MEMBER EVALUATIONS

The Board conducts an annual performance evaluation through an independent consultant. This process, which is overseen by the Nominating & Governance Committee, includes both a review of the Board as a whole and member self-assessments. Among other things, the evaluation assesses the effectiveness of the operations of the Board and each Committee.

SUCCESSION PLANNING

On an annual basis, the Management Compensation Committee, the Board and the CEO review the succession planning and management development program. The Management Compensation Committee reviews the long-term succession plan for development, retention and replacement of senior officers. In addition, the CEO prepares, and the Board reviews, a short-term succession plan that delineates a temporary delegation of authority to certain officers of the company, if all or a portion of the senior officers should unexpectedly become unable to perform their duties. In conjunction with the annual report of the succession plan, the CEO also reports on Nasdaq s program for senior management leadership development.

BOARD COMMITTEES AND RESPONSIBILITIES

The standing Committees of the Board include: the Audit Committee, the Executive Committee, the Management Compensation Committee and the Nominating & Governance Committee. Each of these Committees, other than the Executive Committee, is composed exclusively of directors determined by the Board to be independent. The Chair of each Committee reports to the Board in Chairman s Session or Executive Session on actions taken at each meeting. Each Committee has the authority to retain independent advisers. Each Committee has a charter that is available on Nasdaq s website (see Online Resources on page 69).

AUDIT COMMITTEE	**Primary Responsibilities:**
2014 Meetings: 10	Oversees Nasdaq s financial reporting process on behalf of the Board.
John D. Markese (Chair) Charlene T. Begley Ellyn A. McColgan Lars R. Wedenborn	Appoints, retains, approves the compensation of and oversees the independent registered public accounting firm. Assists the Board by reviewing and discussing the quality and integrity of accounting, auditing, staffing and financial reporting practices at Nasdaq. Assists the Board by reviewing the adequacy and effectiveness of internal controls over Nasdaq s risk management and regulatory program. Reviews all related party transactions. Assists the Board in reviewing and discussing Nasdaq s global ethics and corporate compliance program and confidential whistleblower process. Assists the Board in its oversight of the internal audit function.
	Risk Oversight Role: Reviews the financial information, the systems of internal controls, financial

reporting and the legal and compliance process.

Reviews the ERM structure and process.

Independence:

Each member of the Audit Committee is independent as defined in Rule 10A-3 adopted pursuant to the Sarbanes-Oxley Act of 2002 and in the listing rules of The Nasdaq Stock Market. The Board determined that all of the members of the Audit Committee are audit committee financial experts within the meaning of SEC regulations. Each also meets the financial sophistication standard of The Nasdaq Stock Market.

EXECUTIVE COMMITTEE	**Primary Responsibilities:**
2014 Meetings: None	Subject to the limitations in our By-Laws, the Executive Committee has the general power and authority of the Board to act in the management of its business and affairs.
Glenn H. Hutchins (Chair) Börje E. Ekholm Robert Greifeld Essa Kazim John D. Markese Michael R. Splinter	

MANAGEMENT COMPENSATION COMMITTEE **2014 Meetings: 6** Michael R. Splinter (Chair) Steven D. Black Börje E. Ekholm Glenn H. Hutchins	**Primary Responsibilities:** Establishes compensation philosophy. Reviews all compensation and benefit programs applicable to Nasdaq s executive officers annually. Any material changes are presented to the full Board for approval. Reviews, and refers to the Board for approval, the base salary, incentive compensation, performance goals and equity awards for executive officers. Reviews and approves employment agreements, severance arrangements and change-in-control agreements for executive officers. Such agreements for the CEO also are referred to the full Board for approval. Reviews and approves the base salary and incentive compensation for those non-executive officers with target total cash compensation in excess of $750,000 or an equity award valued in excess of $600,000. **Risk Oversight Role:** Monitors the risks associated with elements of the compensation program, including organizational structure, compensation plans and goals, succession planning, organizational development and selection processes. Evaluates the effect the compensation structure may have on risk-related decisions. **Independence:**

Each member of the Management Compensation Committee is independent and meets the additional eligibility requirements set forth in the listing rules of The Nasdaq Stock Market.

NOMINATING & GOVERNANCE COMMITTEE

2014 Meetings: 7

Börje E. Ekholm (Chair)

Steven D. Black

John D. Markese

Ellyn A. McColgan

Primary Responsibilities:

Determines the skills and qualifications necessary for the Nasdaq Board and develops criteria for selecting potential directors.

Identifies, reviews, evaluates and nominates candidates for vacancies on the Nasdaq Board.

Performs an annual review of the overall effectiveness of the Board.

Monitors company compliance with corporate governance requirements.

Reviews and recommends the Board and Committee leadership structure.

Reviews and recommends to the Board candidates for election as officers with the rank of Executive Vice President or above.

Together with the Management Compensation Committee, annually reviews the performance of the CEO.

Risk Oversight Role:

Oversees risks related to the company s governance structure, trends, policies and processes.

Monitors independence of the Board.

Independence:

Each member of the Nominating & Governance Committee is independent, as required by the listing rules of The Nasdaq Stock Market.

CORPORATE RESPONSIBILITY

Nasdaq expanded its commitment to smart and sustainable business practices in 2014 by creating a robust Corporate Responsibility Program. This program is made up of three separate yet related work streams: sustainability, philanthropy, and volunteerism. We regularly provide outreach, education and assistance to dozens of Nasdaq-listed public companies in these three areas through the creation and launch of corporate sustainability programs, underwriting original research and collaborative projects or simply providing a public forum for the discussion of corporate responsibility best practices.

Nasdaq is also increasingly active in global thought leadership when it comes to the exchange industry. We partnered with the United Nations to create the Sustainable Stock Exchanges Initiative and serve as Chair of the sustainability working group at the World Federation of Exchanges. Both efforts involve dozens of stock exchanges, from many different nations and economic circumstances, all voluntarily working together to find consensus on the material value of responsible and transparent business practices. We proactively engage our employees, our customers, our regulators and even other exchanges in the quest for more sustainable and inclusive business practices.

SUSTAINABILITY

Creating long-term value by focusing on key environmental, social, and governance practices

More than 40 sustainability-related events at MarketSite, our signature location in New York

Integration of a new and more robust environmental metrics tracking tool

Participation in virtually all of the major sustainability reporting programs

Quarterly webinars for issuers, focused on energy management, supply chain and related topics

Research and analysis of green investment trends, as well as our own product suite

PHILANTHROPY

Using the economic power and global reach of our enterprise to create positive change in the world

Launch of a new, dollar-for-dollar employee donation matching program

Grants and other charitable gifts via the Nasdaq Educational Foundation (see Online Resources on page 69).

Creation of a new Nasdaq Entrepreneurial Center in San Francisco (opening Fall 2015)

VOLUNTEERISM

Building stronger connections between our business, our employees and the communities that we serve

Paid leave time for employees to volunteer in local, charitable or educational institutions

More detailed tracking and reporting of employee volunteering hours and causes

Mentoring through relationships with Nasdaq Educational Foundation partners

Created the Women s Initiative at Nasdaq to engage, educate and empower female professionals across all divisions of Nasdaq and champion the firm s cultural values. This organization has more than 400 members located in 18 countries.

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PROPOSAL II: APPROVAL OF THE COMPANY S EXECUTIVE COMPENSATION ON AN ADVISORY BASIS

We are asking stockholders to approve, on an advisory basis, the company s executive compensation as reported in this proxy statement. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the executive compensation program and practices described in this proxy statement.

We urge stockholders to read the Compensation Discussion and Analysis beginning on page 21 of this proxy statement, as well as the executive compensation tables and narrative beginning on page 38. The Compensation Discussion and Analysis describes our executive compensation program and the decisions made by our Management Compensation Committee in 2014 in more detail. The compensation tables provide detailed information on the compensation of our named executive officers. The Board and the Management Compensation Committee believe that the compensation program for our named executive officers has been effective in meeting the core principles described in the Compensation Discussion and Analysis in this proxy statement, and has contributed to the company s long-term success.

In accordance with Section 14A of the Exchange Act, and as a matter of good corporate governance, we are asking stockholders to approve the following advisory resolution at the 2015 annual meeting of stockholders:

RESOLVED, that the stockholders of The NASDAQ OMX Group, Inc. approve, on an advisory basis, the compensation of Nasdaq s named executive officers, as disclosed in the proxy statement for Nasdaq s 2015 annual meeting of stockholders pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the executive compensation tables and other related tables and narrative disclosure.

This advisory vote is not binding on the Board and the Management Compensation Committee. Although non-binding, the Board and the Management Compensation Committee will review and consider the outcome of the vote when making future decisions regarding our executive compensation program.

The Board has adopted a policy providing for annual stockholder advisory votes to approve the company s executive compensation. The next advisory vote to approve executive compensation will occur at the 2016 annual meeting of stockholders.

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis provides a summary of our executive compensation philosophy and programs and describes the compensation decisions we have made under these programs and the factors considered in making those decisions. This Compensation and Analysis focuses on the compensation of our CEO and the other named executive officers for 2014.

We design our executive compensation program to reward financial and operational performance, effective strategic leadership and achievement of business unit goals and objectives, which are key elements in driving stockholder value and sustainable growth. Our compensation program is grounded in best practices and ethical and responsible conduct.

Our Compensation Discussion and Analysis is organized as follows:

- Business Performance
- Compensation Decision Making
- What We Pay and Why: Elements of Executive Compensation
- Risk Mitigation and Other Pay Practices

BUSINESS PERFORMANCE

We achieved strong financial and operational performance across many of our business units in 2014. We achieved record results while continuing to diversify our business, invest significantly in future initiatives, and integrate our recent acquisitions. Our performance in 2014 included the following highlights.

(1) See Annex A for a reconciliation of non-GAAP financial measures to our results as reported under U.S. GAAP.

KEY BUSINESS ACHIEVEMENTS

- We led all U.S. exchanges with 189 IPOs, a 50% increase when compared to the prior year, and welcomed a total of 327 new listings. We also won 17 listing venue switches.

Due to improved volume in the markets and our progress in expanding functionality and product offerings, our net cash equity trading revenues rose 17.4%.

For the fifth consecutive year, we led all exchange operators in consolidated U.S. equity options market share.

Our Data Products business revenue grew 6.1% year-over-year, with a 38% increase in subscribers for Nasdaq Basic.

Nasdaq indexes were the basis for 166 exchange traded products with over $99 billion in assets under management.

98% of S&P 500 and 81% of FTSE companies were clients of our Technology Solutions business.

Our Market Technology business had a record year for new order intake, announcing new contracts with The Japan Exchange Group, the Singapore Exchange and the Philippines Stock Exchange, among others.

STOCKHOLDER RETURN

Returned $276 million to our investors through repurchases of our common stock and the payment of quarterly cash dividends.

22% year-over-year growth in our stock price, significantly outperforming the S&P 500.

COMPENSATION DECISION MAKING

KEY GOVERNANCE FEATURES OF EXECUTIVE COMPENSATION PROGRAM

The following table summarizes the specific features of our executive compensation program. We believe our executive compensation practices drive performance and serve our stockholders long-term interests.

WHAT WE DO	WHAT WE DON T DO
+ We pay for performance.	We do not guarantee bonus payments for our named executive officers.
+ We have robust stock ownership guidelines.	We do not allow hedging or pledging of Nasdaq stock.
+ We have clawback policies.	We no longer award stock options.

+ We provide change in control protection that requires a double trigger.	We do not pay tax gross-ups on severance arrangements.
+ We provide only limited perquisites.	We do not provide ongoing supplemental executive retirement plans; all benefits have been frozen.
+ We conduct a comprehensive annual risk assessment of our compensation program.	We do not permit re-pricing of underwater stock options.

COMPENSATION PHILOSOPHY

We have endeavored to create a performance-based compensation program that meets the needs of our global company and its stockholders. On an annual basis, the Management Compensation Committee reviews Nasdaq s compensation philosophy, programs and practices. The following core principles reflect the Management Compensation Committee s current compensation philosophy:

The compensation program creates long-term stockholder value by fostering an ownership culture. We promote employee stock ownership, and owner behavior, by granting equity to all employees and providing the ability to buy shares through our ESPP.

The compensation program focuses on key business objectives. Our compensation program starts with strategic and financial goals and objectives, which inform all compensation decisions. Compensation decisions are also strongly influenced by client focus, regulatory compliance and ethical behavior.

The compensation program supports a high-performance environment via performance-based rewards. Variable pay is emphasized over fixed pay through participation of all employees in annual and long-term incentive plans.

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The compensation program reinforces the importance of meeting and/or exceeding performance targets through superior awards for superior performance and through differentiated awards based on performance achieved. However, compensation plans and arrangements do not encourage excessive risk-taking by management.

The compensation program enables Nasdaq to compete effectively for talent. The program is designed to attract, motivate and retain talented, high-performing individuals who are willing to commit to our success and to build long-term stockholder value.

We communicate compensation objectives and program clearly. Ongoing employee educational programs ensure that the compensation objectives and program are well understood and serve as an effective motivational tool.

Our philosophy is based on the following guiding principles. Each individual component of compensation is considered independently and is not based on a formula. Each component, however, is intended to be complementary to the overall compensation package awarded to the executive.

PAY FOR PERFORMANCE	RETENTION	COMPETITIVE MARKET ANALYSIS
A substantial portion of compensation should be variable or at risk and directly linked to individual, company and business unit performance.	Long-term time-based vesting features ensure that an employee must remain with the company for a period of time to receive value from the grant.	Total compensation should be sufficiently competitive with industry peers to attract and retain executives with similar levels of experience, skills, education and responsibilities.

INTERNAL EQUITY	COLLATERAL IMPLICATIONS	STOCKHOLDER ALIGNMENT
Compensation should take into account the different levels of responsibilities and performance among our executives and between our CEO, who is responsible for the entire organization, and our other executives, who are responsible for a functional area or a line of business.	Our total compensation mix encourages executives to take appropriate risks to improve our performance and build long-term stockholder value.	The financial interests of executives should be aligned with the long-term interests of our stockholders through stock-based compensation and performance metrics that correlate with long-term stockholder value.

SAY ON PAY RESULTS AND STOCKHOLDER OUTREACH

Each year we carefully consider the results of our Say on Pay advisory vote from the prior year. At our 2014 annual meeting of stockholders, over 98% of the votes cast were in favor of the advisory vote to approve executive compensation. We feel these results demonstrated significant stockholder support of our compensation program s design and goals, and we took into account the results of this advisory vote when making compensation decisions through the remainder of 2014 and into early 2015. In addition to the Say on Pay results, we also consider many other factors in evaluating our executive compensation programs, including our pay for performance philosophy and a competitive market analysis of peer companies. Consistent with our Say on Pay results and these other factors, in 2014 we retained the core elements of our executive compensation program, policies and decisions and believe that our programs continue to appropriately incentivize our senior management.

In addition to the perspective provided by the Say on Pay results, we also carefully solicit and consider feedback from our stockholders on executive compensation, corporate governance and other issues throughout the year. We welcome input from our stockholders on our executive compensation program through the communication process discussed in Stockholder Communication with Directors.

COMPENSATION DETERMINATIONS

We have established a process for evaluating the performance of the company, the CEO and other named executive officers for compensation purposes. On an annual basis, the Management Compensation Committee, the Board and Nominating & Governance Committee review our CEO s performance in executive session. As part of their deliberative process, the Management Compensation Committee and Board evaluate our CEO s performance against the pre-established corporate goals and determine appropriate CEO compensation. The factors considered include our CEO s performance against his annual performance objectives, the performance of the company, the quality and development of the management team and the management of the CEO and executive succession plan.

With the support of the human resources department, our CEO develops compensation recommendations for each of the Presidents and Executive Vice Presidents for consideration by the Management Compensation Committee and the Board. As part of this process, our CEO meets individually with each executive to discuss his or her performance against pre-established objectives determined during the previous year, as well as performance objectives and development plans for the coming year. This meeting gives each executive an opportunity to present his or her perspective of his or her performance and potential objectives and challenges for the upcoming year. Our CEO presents the results of the meetings with each executive to the Management Compensation Committee for their review and consideration as part of their deliberation process.

COMPETITIVE POSTITIONING

To evaluate the external competitiveness of our executive compensation program, we compare certain elements of the program to similar elements used by peer companies. In setting 2014 compensation levels, the Management Compensation Committee used a comprehensive peer group, consisting of 20 companies, for competitive market analysis of the compensation program for our named executive officers. We believe using and disclosing a peer group supports good governance and provides valuable input into compensation levels and design.

The peer group has remained the same for the past several years. When initially forming the peer group, we considered potential peers among both direct industry competitors and companies in related industries with similar talent needs. After identifying potential peers on this basis, we used the following seven screening criteria to select appropriate peer companies:

- revenue size;
- market capitalization size;
- financial performance;
- direct exchange competitors;
- financial services companies;
- technology-dependent companies; and
- companies with global complexity.

Each of these factors was initially weighted equally to develop a more refined list of companies for consideration. We then further reviewed each remaining company to determine its appropriateness for the final peer group with a particular focus on identifying meaningful talent peers. Certain companies were eliminated because of factors such as a significantly different market capitalization, limited competitive position for executive talent or limited global complexity relative to Nasdaq.

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We believe the current peer group includes an accurate representation of Nasdaq s industry competitors and size-relevant, talent-focused comparators. In addition, we believe that year-over-year consistency in peer group usage is desirable for reviewing trends in market pay movement.

The peer group consists of the following companies:

Automatic Data Processing, Inc.	E*TRADE Financial Corporation	MasterCard Incorporated
BGC Partners Inc.	Fidelity National Information Services, Inc.	NYSE Euronext (removed for 2015 upon acquisition)
CBOE Holdings, Inc.	Fiserv, Inc.	TD Ameritrade Holding Corporation
CME Group Inc.	IntercontinentalExchange, Inc.	TMX Group Inc.
Deutsche Börse	Invesco Ltd.	The Charles Schwab Corporation
Discover Financial Services	Legg Mason, Inc.	Visa Inc.
DST Systems, Inc.	London Stock Exchange Group plc	

In addition to the peer group, we also take into account that Nasdaq faces competition for talent from private firms, such as high frequency and other small trading firms and private equity funds, for which public compensation data is not available.

Peer group data serves as only one reference point in evaluating our executive compensation program. We use this data to see how various elements of our executive compensation program compare to other companies. However, we do not set the compensation of our executives based on this data or target executive compensation to a specific percentile of the compensation set by our competitors. Instead, the comparison is conducted solely to determine if the compensation is competitive to the market. Each executive is evaluated individually based on skills, knowledge, performance, development potential and, in the Management Compensation Committee s business judgment, the value he or she brings to the organization and Nasdaq s retention risk.

CEO S ROLE IN THE EXECUTIVE COMPENSATION PROCESS

Mr. Greifeld regularly attends Management Compensation Committee meetings at the invitation of the Management Compensation Committee. Mr. Greifeld provides his perspective to the Management Compensation Committee regarding executive compensation matters generally and the specific performance of the other executive officers.

However, in accordance with the listing rules of The Nasdaq Stock Market, Mr. Greifeld does not vote on executive compensation matters or attend executive sessions of the Management Compensation Committee or Board, and Mr. Greifeld is not present when his own compensation is being discussed or approved.

ROLE OF COMPENSATION CONSULTANTS

In 2014, our Human Resources Department engaged Meridian Compensation Partners to assist staff in gathering data, reviewing best practices and making recommendations to the Management Compensation Committee about our executive compensation program. Meridian does not provide any other services to Nasdaq other than executive compensation consulting. Meridian does not directly advise the Management Compensation Committee or attend meetings. In 2014, we paid Meridian $19,123 in fees for determining or recommending the amount or form of executive and director compensation and $154,520 in fees for other services.

TALLY SHEETS

When recommending compensation for the CEO and other named executive officers, the Management Compensation Committee reviews tally sheets that detail the various elements of compensation, including equity compensation, for each executive. These tally sheets are used to evaluate the appropriateness of the total compensation package, to compare each executive s total compensation opportunity with his or her actual payout and to ensure that the compensation appropriately reflects the compensation program s focus on pay for performance.

WHAT WE PAY AND WHY: ELEMENTS OF EXECUTIVE COMPENSATION

	ELEMENT	DESCRIPTION	OBJECTIVES
FIXED	Base Salaries	Fixed amount of compensation for service during the year	Reward scope of responsibility, experience and individual performance
AT-RISK	Annual Incentive Compensation	At-risk compensation, dependent on goal achievement Formula-driven annual incentive linked to corporate financial and other goals and business unit strategic objectives	Promote strong business results by rewarding value drivers, without creating an incentive to take excessive risk Serve as key compensation vehicle for rewarding results and differentiating individual performance each year
	Long-Term Incentive Compensation	Award values are granted based on market competitive norms and individual performance PSUs are earned and vested after a three-year performance cycle PSUs paid in shares of common stock upon vesting based on relative	Motivate and reward executives for out performing peers over several years Ensure that executives have a significant stake in the long-term financial success of the company, aligned with the stockholder experience Promote longer-term retention

		TSR ranking compared to peers and to the broad market, over each cycle	
BENEFITS	**Retirement and Health and Welfare**	401(k) Plan with company match, plus additional discretionary contributions based on years of service Comprehensive welfare benefits Frozen pension plan, frozen SERP and discontinued Supplemental ERC plan	Provide market-competitive benefits to attract and retain top talent Frozen plans reflect legacy arrangements
SEVERANCE	**Limited Severance Arrangements** **Change In Control**	Severance and related benefits paid upon termination without cause or resignation for good reason following a change in control Equity vesting provisions upon termination post-change in control	Assist in attracting top talent Preserve executive objectivity when considering transactions in the best interest of stockholders Retention of executives through a change in control Equity provisions keep executives whole in situations where shares may no longer exist or awards cannot otherwise be replaced
	Limited Severance Arrangements	Limited amounts under employment arrangements with some executive officers	Assist in attracting top talent

OTHER	**Other**	Discretionary guidelines, for involuntary terminations without cause	Provide transition assistance if employment ends involuntarily Allow the company to obtain release of employment-related claims
	Limited Perquisites	Limited additional benefits provided to certain executives, including financial counseling, annual health exams, supplemental insurance (non-U.S.), and car and driver to the CEO	Provide nominal additional assistance that allows executives to focus on their duties

We have three elements of total direct compensation: base salary, cash incentive awards and long-term equity compensation. As illustrated in the accompanying chart, in 2014, 90% of the named executive officers total direct compensation was performance based or at-risk. 63% was in the form of long-term equity compensation, while 27% related to cash incentive awards and 10% related to base salary.

BASE SALARY

We normally review base salaries on an annual basis in December. In addition, we may make adjustments to base salaries during the year in response to significant changes in an executive s responsibilities or events that would impact the long-term retention of a key executive. Salaries are established at levels commensurate with each executive s title, position and experience, recognizing that each executive is managing a component of a complex global company.

Under the terms of Mr. Greifeld s employment agreement, his base salary for 2014 was $1 million, which has remained unchanged since 2006, consistent with the terms of his employment agreement and the provisions of Section 162(m) of the Code that limit tax deductibility for non-performance-based compensation.

During 2014, Mr. Jochumsen s base salary was increased when he was promoted to President and relocated to the United States. As a result of his change in responsibilities, Mr. Jochumsen entered into a new employment agreement that set his base salary at $600,000.

The following table shows each named executive officer s base salary at December 31, 2014 and 2013.

NAMED EXECUTIVE OFFICER	BASE SALARY AT DECEMBER 31, 2014	BASE SALARY AT DECEMBER 31, 2013
Robert Greifeld	$1,000,000	$1,000,000
Lee Shavel	$500,000	$500,000
Adena T. Friedman	$750,000	
Hans-Ole Jochumsen (1)	$600,000	$516,096
John L. Jacobs	$475,000	$475,000

(1) Mr. Jochumsen s 2013 base salary of 3,360,000 Swedish krona is converted into U.S. dollars at an exchange rate of $0.1536 per krona, which was the average exchange rate for 2013.

ANNUAL INCENTIVE COMPENSATION

Annual performance-based cash incentives are an integral part of our executive compensation program. Our named executive officers receive such awards through our ECIP.

Plan-Based Target Award Opportunities. At the beginning of each year, target annual cash incentive award opportunities are established for our named executive officers. Consistent with his employment agreement, Mr. Greifeld s target annual cash incentive award opportunity for 2014 was 210% of base salary. For 2014, the target annual cash incentive award opportunities for each of the other named executive officers were set at amounts ranging from $700,000 to $1,250,000, which represents 147% to 167% of base salary, based on an assessment of each officer s position and responsibilities, the competitive market analysis and the company s retention objectives.

The following target incentive opportunities were adjusted in 2014:

- Mr. Jochumsen s target incentive compensation was increased in connection with his promotion to President.

- Mr. Jacobs target incentive compensation was increased to reflect increased responsibilities associated with his 2013 promotion to Executive Vice President, Global Information Services, and to better align with competitive external norms.

The following table shows each named executive officer s target annual incentive opportunity in 2014 and 2013.

NAMED EXECUTIVE OFFICER	2014 TARGET ANNUAL INCENTIVE OPPORTUNITY	2013 TARGET ANNUAL INCENTIVE OPPORTUNITY
Robert Greifeld	$2,100,000	$2,100,000
Lee Shavel	$750,000	$750,000

Adena T. Friedman	$1,250,000	N/A
Hans-Ole Jochumsen (1)	$1,000,000	$768,000
John L. Jacobs	$700,000	$600,000

(1) Mr. Jochumsen s 2013 target annual incentive opportunity is converted from Swedish krona into U.S. dollars at an exchange rate of $0.1536 per krona, which was the average exchange rate for 2013.

Performance Goals. The annual cash incentive award payments for our executives are based on the achievement of pre-established performance goals. The CEO selects and recommends goals for each President and Executive Vice President based on their areas of responsibility and input from each executive. The Management Compensation Committee and the Board review and consider our CEO s recommendations and approve the goals for the coming year after identifying the objectives most critical to our future growth and most likely to hold executives accountable for the operations for which they are responsible.

The annual cash incentive awards are tied to results in the following areas:

five corporate objectives, including:

- operating income (run rate), which measures business efficiency and profitability;
- net revenue, which measures the ability to drive revenue growth;
- enterprise system resiliency, which measures concentration risk, system stability and failover/disaster recovery;
- enterprise development, which measures leader development and succession, and overall employee satisfaction and motivation; and
- enterprise employee engagement, which measures overall employee satisfaction and motivation; and

business unit strategic objectives, which are defined business unit-specific goals that contribute to the company s short and long-term performance.

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Operating income (run rate) and net revenue are the company s primary measures of short-term business success and key drivers of long-term stockholder value. Operating income (run rate) and net revenue targets are set at the beginning of each year, as part of the company s annual budgeting process, and are subject to adjustment for transactions and other extraordinary events. The system resiliency, leadership development and employee engagement objectives are established at the beginning of the year by the Management Compensation Committee and Board to focus the executive team on certain enterprise initiatives.

Business unit strategic objectives also are established at the beginning of the year, and are subject to adjustment for transactions and other extraordinary events. The business unit strategic objectives consist of financial and non-financial strategic objectives specific to the business unit. The Management Compensation Committee and Board set the business unit strategic objectives to reflect the key responsibilities of each executive and incent focus on particular objectives in 2014.

We set goals at levels where the maximum payout would be difficult to achieve and beyond budget assumptions. The following table shows each named executive officer s performance objectives for 2014 and the relative weighting of these objectives.

	CORPORATE OPERATING INCOME (RUN RATE)	CORPORATE NET REVENUE	ENTERPRISE SYSTEM RESILIENCY	ENTERPRISE DEVELOPMENT & ENGAGEMENT	ENTERPRISE EMPLOYEE ENGAGEMENT	BUSINESS UNIT FINANCIAL AND STRATEGIC OBJECTIVES
Robert Greifeld	55%	20%	15%	10%	0%	0%
Lee Shavel	45%	10%	0%	0%	10%	35%
Adena T. Friedman	10%	10%	0%	0%	5% (1)	75%

Hans-Ole Jochumsen	10%	10%	0%	0%	10%	70%
John L. Jacobs	10%	10%	0%	0%	10%	70%

(1) 5% weighting reflects mid-year start date and impact on employee engagement.

Potential Payouts. Payouts are determined after the end of the year and are based on the sum of (i) actual performance under each corporate objective and (ii) actual performance against an executive s business unit strategic objectives. Each goal applicable to the named executive officers for 2014 had a minimum, target and maximum performance level.

Scoring of each goal is based on actual goal achievement compared to the target. In 2014, payouts on each goal could vary between 0% and 200% of the target. However, the non-financial goals were subject to a funding modifier aligned with the achievement of either corporate or business unit financial goals. This limitation ensures that the payout of overachievement against non-financial goals is aligned with financial results.

Payouts under the incentive compensation program also take into account ethical and responsible conduct, and awards are subject to adjustment at the full discretion of the Management Compensation Committee.

Corporate Objectives Performance vs. Goals. The table below summarizes the 2014 corporate objectives.

CORPORATE OBJECTIVE	MINIMUM (0% PAYOUT)	TARGET (100% PAYOUT)	MAXIMUM (200% PAYOUT)	NASDAQ S RESULTS FOR 2014 AS MEASURED FOR COMPENSATION PURPOSES	PAYOUT PERCENTAGE OF TARGET INCENTIVE AWARD AMOUNT (2)
Operating Income (Run Rate) (1)	$792m	$843m - $863m	$918m	$873.6m	119%
Net Revenue (1)	$1,990m	$2,075m - $2,105m	$2,190m	$2,088.5m	100%
Enterprise Employee Engagement	5% improvement	10% improvement	15% improvement	10% improvement	100%
Enterprise Leadership and Engagement	5% improvement/ Leadership Development Progress	10% improvement/ Leadership Development Progress	15% improvement/ Leadership Development Progress	150% performance	144%

Enterprise System Resiliency	All business units meet floor performance of resiliency goals	All business units meet target performance of resiliency goals	All business units meet ceiling performance of resiliency goals	197% performance	144%

(1) For compensation purposes, operating income (run rate) and net revenue exclude the effects of foreign exchange. Operating income (run rate) also excludes non-recurring expense items relating to the following: integration expenses related to recently acquired businesses, a charge related to the reversal of a receivable under a tax sharing agreement with an unrelated third party, and other expenses. As a result, these calculations differ from the U.S. GAAP calculations of operating income and revenues less transaction-based expenses reported in our annual report on Form 10-K.

(2) For some goals, overachievement funding amount was capped by operating income (run rate) results.

2014 Business Unit Financial and Strategic Objectives Performance vs. Goals. The Management Compensation Committee and Board assessed each officer s achievement of the business unit strategic objectives in 2014, as described below.

NAMED EXECUTIVE OFFICER	GOAL	GOAL WEIGHTING	SCORE AS A PERCENT OF TARGET	FUNDED SCORE AS A PERCENT OF TARGET (1)
Lee Shavel	Corporate Strategy	10%	150%	144%
	Price/Earnings Growth	10%	188%	188%
	Acquisition and Share Repurchase ROIC Performance	10%	50%	50%
	Risk Management (Resiliency)	5%	166%	166%
Adena T. Friedman	Global Technology Solutions Margin	30%	82%	82%
	Corporate Client Group Listing Margin	20%	173%	173%

	Global Information Solutions Margin	20%	174%	174%
	IPO Cross Resiliency and Enhancements	5%	200%	200%
Hans-Ole Jochumsen	Global Trading & Market Services Profitability	40%	200%	200%
	Global Trading & Market Services Revenue	20%	180%	180%
	Global Trading & Market Services Systems Resiliency	10%	200%	144%
John L. Jacobs	Global Information Services Profitability	35%	200%	200%
	Global Information Services Revenue	30%	200%	200%
	Global Information Services Systems Resiliency	5%	200%	144%

(1) For some goals, overachievement funding is capped by operating income (run rate) results.

Award Payouts. In early 2014, the Management Compensation Committee and Board determined the final levels of achievement for each of the goals and approved payout amounts.

In 2014, the actual annual cash incentive award payments for our CEO and CFO were lower than those in 2013. These results reflect that performance under the 2014 corporate operating income (run rate) goal, which was established based on the company financial budget, was not as strong as in 2013. The cash incentive payments for the other named executive officers (other than Ms. Friedman who joined the company in 2014) increased generally in 2014 due to promotions that resulted in an expansion of responsibilities and increases in target bonus opportunities.

NAMED EXECUTIVE OFFICER	2014 ECIP AWARD PAYOUT	2013 ECIP AWARD PAYOUT
Robert Greifeld	$2,550,450	$2,794,050
Lee Shavel	$900,375	$1,135,500
Adena T. Friedman	$1,636,250	N/A
Hans-Ole Jochumsen	$1,623,000	$1,383,168
John L. Jacobs	$1,183,700	$1,020,600

LONG-TERM INCENTIVE COMPENSATION

Long-term incentive compensation consists entirely of equity awards. Since 2012, we have granted equity awards to senior management under a performance-based long-term incentive program that focuses on TSR. Consistent with our pay for performance philosophy, this program represents 100% of our named executive officer s long-term stock-based compensation.

Under the program, each named executive officer received a grant of PSUs subject to a three-year cumulative performance period beginning on January 1, 2014 and ending on December 31, 2016. Performance is determined by comparing Nasdaq s TSR to two groups of companies, each weighted 50%. One group consists of all S&P 500 companies, and the other group consists of the following exchange companies:

ASX Limited	CBOE Holdings, Inc.	IntercontinentalExchange, Inc.
BGC Partners, Inc.	CME Group Inc.	Japan Exchange
BM&F Bovespa	Deutsche Börse AG	London Stock Exchange Group plc
Bolsa Mexicana de Valores	Hong Kong Stock Exchange	Singapore Exchange
Bolsas Y Mercados Espanoles	ICAP plc	TMX Group Inc.

The TSR results are measured at the beginning and end of the three-year performance period. Nasdaq s relative performance ranking against each of these groups will determine the final number of shares delivered to each individual. The maximum payout will be 200% of the target number of PSUs granted if Nasdaq ranks at the 85th percentile or above of both groups. However, if Nasdaq s TSR is negative for the three-year performance period, regardless of TSR ranking, the payout cannot exceed 100% of the target number of PSUs granted.

Below is a table showing the amount of shares a grantee may receive based upon different levels of achievement against each of the groups. For each group, the resulting shares earned will be calculated by multiplying the relevant percentage from the table below by one-half of the target award amount.

PERCENTILE RANK OF NASDAQ S THREE-YEAR TSR VERSUS THE RELEVANT GROUP	RESULTING SHARES EARNED
>= 85TH Percentile	200%
67.5TH Percentile	150%
50TH Percentile	100%
25TH Percentile	50%
15TH Percentile	30%
0 Percentile	0%

For levels of achievement between points, the resulting shares earned will be calculated based on straight-line interpolation.

The value of Mr. Greifeld s 2014 equity award target was slightly lower than in 2013. In setting Mr. Greifeld s 2014 equity award target, the Management Compensation Committee focused on motivating long term performance, with significant upside and downside based on performance relative to peers. Historical awards and the retention value of Mr. Greifeld s outstanding equity were taken into account when determining the target amount of his award. Peer group data also was considered in establishing a market-competitive award level.

Mr. Greifeld recommended the specific equity award targets for each of the other named executive officers, which varied among executives depending upon responsibilities and retention considerations. The Management Compensation Committee and Board evaluated these recommendations and determined that the amount of each award reflected the individual s contributions, was aligned with competitive market levels and was appropriate for retention purposes.

The target amount and target face value of the PSUs awarded to each of the named executive officers under this program is set forth in the table below. The 2014 awards were approved on March 26, 2014 and granted on March 31, 2014, which was the date of Nasdaq s annual employee equity grant.

NAMED EXECUTIVE OFFICER	TARGET PSUS	TARGET GRANT DATE FACE VALUE
Robert Greifeld	180,000	$6,649,200
Lee Shavel	34,454	$1,272,731
Hans-Ole Jochumsen	29,532	$1,090,912
John L. Jacobs	27,071	$1,000,003

Promotion Grant to Mr. Jochumsen. In April 2014, Mr. Jochumsen was promoted from Executive Vice President, Transaction Services Nordics to President, Global Transaction Market Services. In connection with the expansion of his duties, he received an equity award targeted at 14,899 PSUs, valued at $545,452 in face value, that is subject to the same performance measures and vesting terms as the PSUs described above that were granted to the named executive officers in 2014.

New Hire Grant for Ms. Friedman. Ms. Friedman was appointed President on June 16, 2014. Pursuant to her employment agreement, the company awarded an equity grant to Ms. Friedman upon her start date. The grant consisted of RSUs, with a target grant date face value of $5,999,975, which vest in equal installments on the first, second and third anniversaries of the grant, and PSUs, with a target grant date face value of $2,272,715, that are subject to the same performance measures and vesting terms as the PSUs described above that were granted to the other named executive officers in 2014. The Management Compensation Committee and Board determined the value of this equity grant as part of the total compensation package designed to recruit Ms. Friedman to join the company.

This grant served as Ms. Friedman s 2014 annual equity award and offset a portion of the equity value Ms. Friedman forfeited when leaving her prior employer.

Settlement of 2012 PSU Grants. In February 2014, the Management Compensation Committee evaluated and approved the performance results for the PSUs granted to senior executives in 2012, including Messrs. Greifeld, Jochumsen, Shavel and Jacobs. These PSUs were subject to a three-year cumulative performance period beginning on January 1, 2012 and ending on December 31, 2014 and performance was determined by comparing Nasdaq s TSR to two groups of companies, each weighted 50%. One group consisted of all S&P 500 companies, and the other group consisted of 13 peer exchange companies.

The following table sets forth the 2012 PSU performance measure results.

EQUITY AWARD	CUMULATIVE TSR	WEIGHTING	PERFORMANCE FACTORS	PERCENTILE RANK	PAYOUT	BLENDED PAYOUT
2012 Three-Year PSU Award	82.1%	50%	Based on Relative TSR Against the S&P 500	59th	126%	137%
		50%	Based on Relative TSR Against Peers	67th	147%	

Based on these results, the named executive officers earned the number of PSUs set forth below as compared to the target amounts granted.

NAMED EXECUTIVE OFFICER	TARGET PSUS	PSUS EARNED
Robert Greifeld	247,440	338,287
Lee Shavel	59,727	81,656
Hans-Ole Jochumsen	51,195	69,991
John L. Jacobs	36,263	49,577

General Equity Award Grant Practices. The Management Compensation Committee and the Board consider whether to make equity awards at regularly scheduled meetings which are scheduled well in advance without regard to material company news announcements. The reference price for calculating the value of equity awards granted is the closing market price of Nasdaq s common stock on the date of grant. Existing equity ownership levels are not a factor in award determinations as we do not want to discourage senior executives from holding significant amounts of Nasdaq s common stock.

Throughout the performance periods for equity awards, the Management Compensation Committee receives updates on the executives progress in achieving applicable performance measures and monitors the compensation expense that the company is incurring for outstanding equity awards. We believe that the current and expected expense amounts are reasonable and justified in light of the Management Compensation Committee s goals of aligning the long-term interests of officers and employees with those of stockholders and retaining the current management team.

BENEFITS

U.S. Benefits. Nasdaq provides a comprehensive benefits program to our executives, including the named executive officers, which mirrors the program offered to our other employees. These benefits include, among others things, 401(k) with 6% match and employer retirement contributions, health and welfare benefits and an employee share purchase program. Under these plans, our named executive officers participate on the same terms as other employees.

As of January 1, 2014, Nasdaq discontinued contributions to the Supplemental ERC, which was a plan designed to enhance retirement contributions for certain officers whose base salaries or total contributions to qualified plans exceeded certain IRS limitations. Named executive officers formerly participated in this plan.

Non-U.S. Benefits. Most employees outside of the U.S. are covered by local retirement plans or by applicable social laws. Prior to his relocation to the U.S., Mr. Jochumsen participated in a non-U.S. defined contribution pension plan. Under this type of plan, Nasdaq makes annual contributions equal to a percentage of fixed salary to participants personal accounts. Each participant is free to invest contributions as he or she chooses. Participants are not taxed on the contributions until they are withdrawn upon retirement.

SEVERANCE ARRANGEMENTS

Except in the limited circumstances described in this proxy statement, we are not obligated to pay general severance or other enhanced benefits to any named executive officer upon termination of his or her employment. However, the Management Compensation Committee has the discretion to pay severance plan benefits. Severance plan decisions do not influence the Management Compensation Committee s other recommendations regarding compensation as these other decisions are focused on motivating our executives to remain with Nasdaq and contribute to our future success.

We believe that the terms for triggering payment under each of the arrangements described in this proxy statement are reasonable. For example, these arrangements use what is known as a double trigger, meaning that a severance payment as a result of a change in control is activated only upon the occurrence of both a change in control of the company and a loss of employment. Benefits under these arrangements will be provided only if Nasdaq is the target organization. In addition, a change in control under these arrangements is limited to situations where the acquirer obtains a majority of Nasdaq s voting securities or the current members of our Board (or their approved successors) cease to constitute a majority of the Board.

For further information on Nasdaq s limited severance arrangements, see Executive Compensation Tables Potential Payments upon Termination and Change in Control.

PERQUISITES

Because our executive compensation program emphasizes pay for performance, it includes very few perquisites for our executives. In view of the demands of his position, we provide Mr. Greifeld with a company car and driver for use when conducting company business. Officers at the level of Senior Vice President and above are eligible to receive basic financial planning services and executive health exams. Participation in each of these programs is voluntary. We also provide extended sickness insurance to certain non-U.S. executives. We do not provide tax gross-up payments on perquisites, other than under employment or hiring arrangements.

During 2014, Mr. Jochumsen received a one-time payment of $112,856 (or $69,363, net of taxes) for relocation expenses incurred for his move from Sweden to the U.S. in connection with his promotion to President.

RISK MITIGATION AND OTHER PAY PRACTICES

RISK ASSESSMENT OF COMPENSATION PROGRAM

We monitor the risks associated with our compensation program on an ongoing basis. In March 2015, the Management Compensation Committee and Audit Committee were presented with the results of an annual formal assessment of our employee compensation program in order to evaluate the risks arising from our compensation policies and practices. This risk assessment report reflected a comprehensive review and analysis of the components of our compensation program, including the performance measures established under the 2015 cash performance-based incentive award program. The Management Compensation Committee and Audit Committee both concluded, based on the risk assessment report s findings, that any risks arising from our compensation program are not reasonably likely to have a material adverse effect on the company.

The risk assessment was performed by an internal working group consisting of employees in the Human Resources, Risk Management and Internal Audit Departments, as well as the Offices of General Counsel and Corporate Secretary. The findings were presented to the Global Risk Steering Committee, which concurred with the working group s report. The risk assessment included the following steps:

- collection and review of existing Nasdaq compensation policies and pay structures;
- development of a risk assessment scorecard, analysis approach and timeline;
- conduct of a qualitative risk assessment of performance goals to determine overall risk level; and

review and evaluation of controls that might mitigate risk taking (e.g., equity vesting structure, incentive recoupment policy and stock ownership guidelines).

STOCK OWNERSHIP GUIDELINES

We have long recognized the importance of stock ownership as an important means of closely aligning the interests of our executives with the interests of our stockholders. In addition to using equity awards as a primary long-term incentive compensation tool, we have in place stock ownership guidelines for our CEO, Presidents, CFO, Executive Vice Presidents and Senior Vice Presidents. Under its charter, the Management Compensation Committee is responsible for reviewing annually the stock ownership guidelines and verifying compliance.

Under the guidelines, the covered executives are expected to own specified dollar amounts of Nasdaq common stock based on a multiple of their base salary. The multiple is determined by officer level: our CEO must hold shares valued at six times base salary, our Presidents and CFO must hold a four times multiple, other Executive Vice Presidents must hold a three times multiple and Senior Vice Presidents must hold a one times multiple. Individual holdings, shares jointly owned with immediate family members or held in trust, shares of restricted stock (including vested and unvested), shares underlying PSUs after completion of the performance period and shares purchased or held through Nasdaq s plans, such as the Nasdaq ESPP, count toward satisfying the guidelines. New executives and executives who incur a material change in their responsibilities are expected to meet the applicable level of ownership within four years of their start date or the date of the change in responsibilities.

STOCK HOLDING GUIDELINES

We encourage our senior executives to retain equity grants until the applicable stock ownership level discussed above is reached. Under the stock ownership guidelines, these officers must hold the specified dollar amounts of stock through the end of their employment with Nasdaq. We feel that our guidelines provide proper alignment of the interests of our management and our stockholders, and therefore, we do not have additional stock holding requirements beyond the stock ownership guidelines.

TRADING CONTROLS AND HEDGING AND PLEDGING POLICIES

We prohibit directors or executive officers from engaging in securities transactions that allow them either to insulate themselves, or profit, from a decline in Nasdaq s stock price (with the exception of selling shares outright). Specifically, these individuals may not enter into hedging transactions with respect to Nasdaq s common stock, including short sales and transactions in derivative securities. Finally, these individuals may not pledge, hypothecate or otherwise encumber their shares of Nasdaq common stock.

Nasdaq permits all employees, including the named executive officers, to enter into plans established under Rule 10b5-1 of the Exchange Act to enable them to trade in our stock, including stock received through equity grants, during periods in which they might not otherwise be able to trade because material nonpublic information about Nasdaq has not been publicly released. These plans include specific instructions to a broker to trade on behalf of the employee if our stock price reaches a specified level or if certain other events occur, and therefore, the employee no longer controls the decision to trade.

INCENTIVE RECOUPMENT POLICY

The Board and Management Compensation Committee have adopted an incentive recoupment or clawback policy that is applicable to the named executive officers and other Executive Vice Presidents. The policy provides that the company may recoup any cash or equity incentive payments predicated upon the achievement of financial results or operating metrics that are subsequently determined to be incorrect on account of material errors, material omissions, fraud or misconduct.

GLOBAL ETHICS AND CORPORATE COMPLIANCE PROGRAM

The Board annually reviews the company s global ethics and corporate compliance program, including the code of ethics and supporting policies. Nasdaq will take action to remedy any fraudulent or intentional misconduct by an employee. Discipline would vary depending on the facts and circumstances, and may include negative adjustment of compensation awards, termination of employment or initiation of an action for breach of fiduciary duty under the company s code of ethics. These remedies would be in addition to, and not in lieu of, any actions imposed by law enforcement agencies, regulators or other authorities.

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TAX AND ACCOUNTING IMPLICATIONS OF EXECUTIVE COMPENSATION

The Management Compensation Committee considers the income tax consequences of individual compensation elements when it is analyzing the overall level of compensation and the mix of compensation among individual elements.

Section 162(m) of the Code provides a limit of $1 million on the remuneration that may be deducted by a public company in any year in respect of the CEO and the three other most highly compensated executive officers (other than the principal financial officer). However, performance-based compensation is fully deductible if the plan under which the compensation is paid has been approved by the stockholders and meets other requirements. We attempt to structure our compensation arrangements so that amounts paid are tax deductible to the extent feasible and consistent with our overall compensation objectives. Depending upon the relevant circumstances at the time, the Management Compensation Committee may determine to award compensation that may not be deductible. In making this determination, the Management Compensation Committee balances the purposes and needs of our executive compensation program against the potential tax implications.

Generally, under U.S. GAAP, compensation is expensed as earned. Equity compensation is expensed in accordance with FASB ASC Topic 718, which is generally over the vesting period.

MANAGEMENT COMPENSATION COMMITTEE REPORT

The Management Compensation Committee reviewed and discussed the Compensation Discussion and Analysis with our management. After such discussions, the Management Compensation Committee recommended to Nasdaq s Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference into Nasdaq s annual report on Form 10-K.

THE MANAGEMENT COMPENSATION COMMITTEE

Michael R. Splinter, Chair

Steven D. Black

Börje E. Ekholm

Glenn H. Hutchins

MANAGEMENT COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

None of the members of the Management Compensation Committee is an executive officer, employee or former officer of Nasdaq. With the exception of Mr. Greifeld, none of Nasdaq s executive officers serves as a current member of the Nasdaq Board. None of Nasdaq s executive officers serves as a director or a member of the compensation committee of any entity that has one or more executive officers serving on the Nasdaq Board or Management

Compensation Committee. For information on transactions with entities affiliated with our Management Compensation Committee members, see Certain Relationships and Related Transactions on page 62.

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EXECUTIVE COMPENSATION TABLES

The following tables, narrative and footnotes present the compensation of the named executive officers during 2014 in the format mandated by the SEC.

2014 SUMMARY COMPENSATION TABLE

ME AND INCIPAL OSITION	YEAR	SALARY ($) (1)	BONUS ($)	STOCK AWARDS ($) (2)	OPTION AWARDS ($)	NON-EQUITY INCENTIVE PLAN COMPENSATION ($) (3)	CHANGE IN PENSION VALUE AND NONQUALIFIED DEFERRED COMPENSATION EARNINGS ($) (4)	ALL OTHER COMPENSATION ($) (5)	TOTA ($)
bert ifeld	2014	$1,000,000		$7,763,400		$2,550,450	$711,724	$58,355	$12,083,9
ef cutive icer	2013	$1,000,000		$9,944,870		$2,794,050		$101,104	$13,840,0
	2012	$1,000,000		$5,567,400		$1,350,000	$916,164	$77,742	$8,911,3
	2014	$500,000		$1,486,001		$900,375		$17,350	$2,903,7

Shavel							
ef ancial icer and cutive e sident, porate ategy	2013	$500,000	$1,678,054	$1,135,500		$24,550	$3,338,1
	2012	$500,000	$1,343,857	$878,625		$22,450	$2,744,93
ena T. edman (6)	2014	$396,947	$8,449,284	$1,636,250	$61,907	$8,678	$10,553,0
sident							
ns-Ole humsen	2014	$558,409	$1,916,309	$1,623,000		$262,963	$4,360,68
	2013	$516,096	$1,438,326	$1,383,168		$132,039	$3,469,62
sident							
	2012	$496,608	$1,151,887	$889,387		$116,638	$2,654,52
n L. obs	2014	$475,000	$1,167,572	$1,183,700	$446,853	$58,537	$3,331,66

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(1) For Mr. Jochumsen, certain amounts reported in this proxy statement were paid in Swedish krona. These amounts are converted to U.S. dollars from krona at an exchange rate of $0.1462 per krona, which was the average exchange rate for 2014.

(2) The amounts reported in this column reflect the grant date fair value of the stock awards, including PSUs and RSUs, computed in accordance with FASB ASC Topic 718. The assumptions used in the calculation of these amounts are included in note 12 to the company s audited financial statements for the fiscal year ended December 31, 2014 included in our annual report on Form 10-K. Since the 2014 PSU award payouts are contingent on TSR-related performance-based vesting conditions, the grant date fair values were determined based on a Monte Carlo simulation model.

The Monte Carlo simulation model takes into account expected price movement of Nasdaq stock as compared to peer companies. As a result of the company s pre-grant 2014 TSR performance relative to peer companies, the Monte Carlo simulation model assigned a significantly higher value to each 2014 PSU than the closing price of Nasdaq s stock on the grant date. Therefore, the value reflected in the 2014 Summary Compensation Table does not reflect the target grant date face value shown in the Long-Term Stock-Based Compensation section of the Compensation Discussion and Analysis in this proxy statement, and there is no assurance that the target grant date face values or FASB ASC Topic 718 fair values will ever be realized by the CEO or the other named executive officers. The table below summarizes the target grant date face value of PSU grants that the Management Compensation Committee and the Board approved for the named executive officers compared to the FASB ASC Topic 718 fair value.

NAME	YEAR	TARGET PSUS	TARGET GRANT DATE FACE VALUE	FASB ASC TOPIC 718 FAIR VALUE
obert Greifeld	2014	180,000	$6,649,200	$7,763,400
ee Shavel	2014	34,454	$1,272,731	$1,486,001
dena T. riedman	2014	62,181	$2,272,715	$2,449,309
lans-Ole ochumsen	2014	44,431	$1,636,364	$1,916,309
ohn L. acobs	2014	27,071	$1,000,003	$1,167,572

(3) The amounts reported in this column reflect the cash awards made to the named executive officers under the ECIP or other performance-based incentive compensation programs.

(4) The amounts reported in this column reflect the actuarial increase in the present value of the named executive officers benefits under all pension plans established by Nasdaq. No amount is reported in this column for Mr. Greifeld for 2013 as the actuarial present value of his benefits under the pension plans decreased by $417,127. Assumptions used in calculating the amounts include a 4.20% discount rate as of December 31, 2014, a 4.90% discount rate as of December 31, 2013, a 4.00% discount rate as of December 31, 2012, a 5.00% discount rate as of December 31, 2011, retirement at age 62 (which is the earliest age at which a participant may retire and receive unreduced benefits under the plans) and other assumptions used for financial reporting purposes under U.S. GAAP as described in note 11 to our audited financial statements for the fiscal year ended December 31, 2014 included in our annual report on Form 10-K. The named executive officers may not currently be entitled to receive benefits under the pension plans if such amounts are not vested. None of the named executive officers received above-market or preferential earnings on deferred compensation in 2014, 2013 or 2012.

(5) The following table sets forth the 2014 amounts reported in the All Other Compensation column by type.

INCREMENTAL COST OF PERSONAL USE OF COMPANY CAR ($)	COST OF EXECUTIVE HEALTH EXAM OR EXTENDED SICKNESS INSURANCE ($)	COST OF FINANCIAL/ TAX PLANNING SERVICES ($)	CONTRIBUTION TO THE 401(K) PLAN OR OTHER DEFINED CONTRIBUTION PLANS ($)	CONTRIBUTION TO THE BASIC ERC ($)	VACATION PAY ($)	RELOCATION EXPENSES ($)	AI COM
$20,605	$4,350		$23,000	$10,400			
	$4,350		$13,000				
		$7,524	$1,154				

$5,407	$45,885	$85,948	$4,662	$8,205	$112,856
$4,350	$15,187	$18,200	$20,800		

(a) The incremental cost of personal use of the company car (including commutation) is calculated based on an allocation of the cost of the driver, tolls, fuel, maintenance and other related expenses.

(b) For Mr. Jochumsen, the contribution to the 401(k) plan or other defined contribution plans includes a tax gross-up payment of $12,043 and the relocation expenses include a tax gross-up payment of $43,493.

(6) Ms. Friedman began employment as President effective June 16, 2014.

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2014 GRANTS OF PLAN-BASED AWARDS TABLE

TTEE OR RD VAL TE	GRANT DATE	ESTIMATED FUTURE PAYOUTS UNDER NON-EQUITY INCENTIVE PLAN AWARDS (1) THRES-HOLD ($)	TARGET ($)	MAXIMUM ($)	ESTIMATED FUTURE PAYOUTS UNDER EQUITY INCENTIVE PLAN AWARDS (2) THRES-HOLD (#)	TARGET (#)	MAXIMUM (#)	ALL OTHER STOCK AWARDS: NUMBER OF SHARES OF STOCK OR UNITS (#)	ALL OTHER OPTION AWARDS: NUMBER OF SECURITIES UNDERLYING OPTIONS (#)	EXE OR PRIC OPT AWA ($/
/2014	3/26/2014		$ 2,100,000	$ 4,200,000						
/2014	3/31/2014					180,000	360,000			
/2014	3/26/2014		$ 750,000	$ 1,500,000						

/2014	3/31/2014				34,454	68,908			
/2014	7/29/2014	$1,250,000	$ 2,500,000						
/2014	6/16/2014				62,181	124,362	164,158		
/2014	3/26/2014	$1,000,000	$ 2,000,000						
/2014	3/31/2014				29,532	59,064			
/2014	4/23/2014				14,899	29,798			
/2014	3/26/2014	$ 700,000	$ 1,400,000						
/2014	3/31/2014				27,071	54,142			

(1) The amounts reported in these columns represent the possible range of payments under the ECIP or other performance-based incentive compensation programs. For information about the amounts actually earned by each named executive officer under the ECIP or other performance-based incentive compensation programs, see Executive Compensation Tables 2014 Summary Compensation Table. Amounts are considered earned in fiscal year 2014 although they were not paid until 2015.

(2)

The amounts reported in these columns represent the possible range of PSUs that each named executive officer may earn under the Equity Plan, depending on his or her achievement of performance goals established by the Management Compensation Committee and Board.

(3) The amounts reported in this column represent the grant date fair value of the total equity awards reported in the previous columns calculated pursuant to FASB ASC Topic 718 based upon the assumptions discussed in note 12 to the company s audited financial statements for the fiscal year ended December 31, 2014 included in our annual report on Form 10-K. For further information about the calculation of these amounts, see Executive Compensation Tables 2014 Summary Compensation Table on page 38.

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2014 OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END TABLE

UMBER OF ECURITIES NDERLYING NEXERCISED PTIONS (#) XERCISABLE	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS (#) UNEXERCISABLE	EQUITY INCENTIVE PLAN AWARDS: NUMBER OF SECURITIES UNDERLYING UNEXERCISED UNEARNED OPTIONS (#)	OPTION EXERCISE PRICE ($)	OPTION EXPIRATION DATE	NUMBER OF SHARES OR UNITS OF STOCK THAT HAVE NOT VESTED (#)	MARKET VALUE OF SHARES OR UNITS OF STOCK THAT HAVE NOT VESTED ($)	EQUITY INCENTIVE PLAN AWARDS: NUMBER OF UNEARNED SHARES, UNITS OR OTHER RIGHTS THAT HAVE NOT VESTED (#)	I PL PA U V
960,000			$35.92	12/13/2016				
900,000			$21.31	06/30/2019				
							227,000 (3)	

					180,000 (4)
41,257	$24.94	05/23/2021			
			50,120 (1)	$ 2,403,755	
					38,303 (3)
					34,454 (4)
			164,158 (2)	$ 7,873,018	
					62,181 (4)
15,771	$41.36	03/24/2018			
22,059	$19.75	03/04/2020			
33,995	$25.28	03/28/2021			

			32,831 (3)
			44,431 (4)
32,558	$35.92	12/13/2016	
22,564	$45.38	12/12/2017	
45,528	$25.07		