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NASDAQ OMX GROUP, INC.

Reported by

BORSE DUBAI LTD

FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 03/27/12 for the Period Ending 12/31/11

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FORM 5

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
[ ] Form 3 Holdings Reported
[**X**] Form 4 Transactions Reported

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

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Borse Dubai LTD	**NASDAQ OMX GROUP, INC. [NDAQ]**	_____ Director __ **X** __ 10% Owner
(Last) (First) (Middle) **PO BOX, 506690, LEVEL 7, PRECINCT BUILDING 5,GATE DISTRICT, DIFC**	3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY) **12/31/2011**	_____ Officer (give title below) _____ Other (specify below)
(Street) **DUBAI, C0** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) ___ Form Filed by One Reporting Person _ **X** _ Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, Par Value $0.01 Per Share	**6/23/2011**		**J4** (1)	**17660367**	**A**	**$0** (2)	**29780515** (3)	**D**	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (MM/DD/YYYY)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) Pursuant to a letter of instruction and cancellation dated June 23, 2011 ("Letter of Instruction"), the Reporting Person directly acquired 17,660,367, or 10.2%, of the outstanding shares of the Issuer which were previously indirectly beneficially owned by it through Borse Dubai Nasdaq Share Trust (the "Trust"), of which Borse Dubai is the sole beneficial owner, increasing the Reporting Person's beneficial ownership from 7.0% to 17.2%. The transfer of such shares was agreed to by the Issuer pursuant to the Letter of Instruction.

(2) The Trust, transferred all 17,660,367 outstanding shares of the Issuer to Borse Dubai as part of the refinancing of a facility agreement, whereby the outstanding shares were transferred directly from Nomura International plc (who held them as custodian) to Borse Dubai. As a result, the Trust was therefore dissolved following the transfer of its outstanding shares from Nomura International plc directly to Borse Dubai. Other than the payment of all liabilities of the Trust (such as fees and expenses), no other consideration was paid by Borse Dubai to the Trust for the transfer of the 17,660,367 outstanding shares.

(3) Investment Corporation of Dubai is the majority shareholder of Borse Dubai Limited. Investment Corporation of Dubai is therefore

deemed to have beneficial ownership of all of the Non-Derivative Securities and Derivative Securities held by Borse Dubai Limited. Borse Dubai Limited has direct beneficial ownership of 29,780,515 Shares.

Remarks:

Exhibit 99.1 Signature (filed herewith), which is incorporated herein by reference.
Exhibit 99.2 Joint Filing Agreement (filed herewith), which is incorporated herein by reference.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Borse Dubai LTD **PO BOX, 506690, LEVEL 7** **PRECINCT BUILDING 5,GATE DISTRICT, DIFC** **DUBAI, C0**		**X**		
Investment CORP of Dubai **P.O. BOX 333888** **DUBAI, C0**		**X**		

Signatures

/s/ Khalifa Al Daboos, Director for INVESTMENT CORPORATION OF DUBAI	**3/27/2012**
** Signature of Reporting Person	Date
/s/ Essa Kazim, Chairman for BORSE DUBAI LIMITED	**3/27/2012**
** Signature of Reporting Person	Date
/s/ Abdulaziz Al Muhairi, Director for BORSE DUBAI LIMITED	**3/27/2012**
** Signature of Reporting Person	Date

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

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

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this Form 5 is true, complete and correct.

Dated: March 27, 2012

INVESTMENT CORPORATION OF DUBAI

By: /s/Khalifa Al Daboos

Name: Khalifa Al Dagoos
Title: Director

BORSE DUBAI LIMITED

By: /s/Essa Kazim

Name: Essa Kazim
Title: Chairman

By: /s/ Abdulaziz Al Muhairi

Name: Abdulaziz Al Muhairi
Title: Director

JOINT FILING AGREEMENT

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, each party hereto hereby agrees to the joint filing, on behalf of each of them, of any filing required by such party under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement and/or exhibit thereto) with the Securities and Exchange Commission (and, if such security is registered on a national securities exchange, also with the exchange), and further agrees to the filing, furnishing, and/or incorporation by reference of this agreement as an exhibit thereto. This agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party.

IN WITNESS WHEREOF, each party hereto, being duly authorized, has caused this agreement to be executed and effective as of the date first written above.

Dated: March 27, 2012

INVESTMENT CORPORATION OF DUBAI

By: /s/ Khalifa Al Daboos

Name: Khalifa Al Daboos
Title: Director

BORSE DUBAI LIMITED

By: /s/ Essa Kazim

Name: Essa Kazim
Title: Chairman

By: /s/ Abdulaziz Al Muhairi

Name: Abdulaziz Al Muhairi
Title: Director