EDGAR Online

NASDAQ OMX GROUP, INC.

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 05/10/12

Address	ONE LIBERTY PLAZA NEW YORK, NY 10006
Telephone	2124018700
CIK	0001120193
Symbol	NDAQ
SIC Code	6200 - Security & Commodity Brokers, Dealers, Exchanges & Services
Industry	Investment Services
Sector	Financial
Fiscal Year	12/31

Powered By EDGAR Online
http://www.edgar-online.com
© Copyright 2012, EDGAR Online, Inc. All Rights Reserved.
Distribution and use of this document restricted under EDGAR Online, Inc. Terms of Use.

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

SCHEDULE 14A
(RULE 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant ☒ 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))**

☐ 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):

☒ 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):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by the Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

©Copyright 2011, The NASDAQ OMX Group, Inc. All rights reserved.

NASDAQ OMX

PROXY TOPICS: ANNUAL MEETING OF STOCKHOLDERS MAY 22, 2012

NASDAQ OMX

2012 PROXY DISCUSSION TOPICS

DIRECTOR NOMINEE: BÖRJE EKHOLM

SHAREHOLDER PROPOSAL: ADOPTION OF A SIMPLE MAJORITY VOTE

SHAREHOLDER PROPOSAL: ABILITY TO CALL SPECIAL SHAREHOLDER MEETINGS

NASDAQ OMX SHAREHOLDER ENGAGEMENT

APPENDIX:

DIRECTOR NOMINEES AND NOMINATING PROCESS

NASDAQ OMX CORPORATE GOVERNANCE BEST PRACTICES

DIRECTOR NOMINEE BORJE EKHOLM

NASDAQ OMX Board of Directors recommends that shareholders vote "FOR" the election of director nominee Börje Ekholm. Mr. Ekholm's role on the NASDAQ OMX Board is to deliver increased value to our stockholders.

Glass Lewis has recommended a "FOR" vote, acknowledging Mr. Ekholm's role in increasing stockholder value and noting that he serves on a fewer number of boards this year than in prior years.

ISS Europe understands the Investor AB business model and has not issued an "overboarding" comment on Mr. Ekholm.

ISS U.S. has recommended "AGAINST" Mr. Ekholm based on the fact that he serves on a total of four publicly traded boards, including Investor AB.

Investor AB is a relatively small (less than 90 employees) industrial holding company, similar to an investment company, with each investment managed separately. Investor AB states that there are no shared functions across the holdings and that it increases its own value by *generating value in each holding independently.*

Investor AB states that it aims *to generate long - term returns for stockholders* by owning and developing companies with a long-term ownership horizon. Investor AB has reported that over the past 20 years, the company has generated a total return of 13% per annum, which according to Investor AB compares favorably to returns generally available over the same period on the Swedish stock market.

Investor AB's stated objective is to *grow its net asset value* . Investor AB explains that this is achieved through increasing the value of each underlying holding. Mr. Ekholm's participation on various boards, including NASDAQ OMX's Board, serves to *deliver increased value to stockholders of NASDAQ OMX.*

Investor AB, with the stated total net asset value of $25 billion in 15 long-term holdings, is, based on its SEC filings, one of NASDAQ OMX's largest stockholders, beneficially owning approximately 19 million shares of NDAQ. We are not presently aware of any material conflicts of interest between NASDAQ OMX and Investor AB.

Source of Investor AB factual information: www.investorab.com

DIRECTOR NOMINEE BORJE EKHOLM

NASDAQ OMX Board of Directors recommends that shareholders vote "FOR" the election of director nominee Börje Ekholm. Mr. Ekholm's role on the NASDAQ OMX Board is to deliver increased value to our stockholders.

Glass Lewis has recommended a "FOR" vote, acknowledging Mr. Ekholm's role in increasing shareholder value and noting that he serves on a fewer number of boards this year than in prior years.

ISS Europe understands the Investor AB business model and has not issued an "overboarding" comment on Mr. Ekholm.

ISS U.S has recommended "AGAINST" Ekholm based on the fact that he serves on a total of four publically traded boards, including Investor AB.

As CEO of Investor AB, Mr. Ekholm is expected to participate in the management of the investments made by the holding company. Mr. Ekholm serves on two SEC registered company boards, NASDAQ OMX and Ericsson. Mr. Ekholm also serves on the boards of Investor AB and Husqvarna, which are not SEC registered companies.

Mr. Ekholm is the manager of Investor AB's interests in NASDAQ OMX. His actions, insights and experience at the Board meetings *have to date delivered substantial value for NASDAQ OMX stockholders.*

ISS Europe understands the Investor AB business model and has not issued an "overboarding" comment on Mr. Ekholm. Mr. Ekholm's primary role on the NASDAQ OMX Board is *to generate long - term returns for stockholders.* Mr. Ekholm's service on four public company Boards is his primary job at Investor AB.

Mr. Ekholm began his career at McKinsey before joining Investor AB. At Investor AB, Mr. Ekholm led an early stage venture capital company and new investment operations before assuming his current role. Mr. Ekholm holds an M.S. in Electrical Engineering (Royal Institute of Technology, Stockholm) and M.B.A. (INSEAD, France).

Source of Investor AB factual information: www.investorab.com

STOCKHOLDER PROPOSAL: ADOPTION OF A SIMPLE MAJORITY VOTE

NASDAQ OMX Board of Directors Recommends a Vote "AGAINST" This Stockholder Proposal.

ISS has recommended voting "FOR" this proposal, noting it would enhance shareholder rights.

NASDAQ OMX Nominating and Governance Committee members have discussed the matter of "simple majority vote" and will place the topic on the 2012 committee meeting agenda.

NASDAQ OMX's certificate of incorporation and by-laws require more than a majority vote for a limited number of actions, such as removal of directors, stockholder amendments to the by-laws and certain amendments to the certificate of incorporation. This requirement is intended to protect our stockholders against coercive tactics in a small number of significant corporate matters.

Because we operate securities exchanges in the U.S., the Exchange Act requires that the Securities and Exchange Commission review and/or approve most amendments to our certificate of incorporation and by-laws. The current language in the NASDAQ OMX certificate of incorporation and by-laws has been approved by the Securities and Exchange Commission.

NASDAQ OMX is unable to determine if the Securities and Exchange Commission would accept the amendments being proposed by the stockholder.

STOCKHOLDER PROPOSAL: SPECIAL SHAREHOLDER MEETINGS

NASDAQ OMX Board of Directors Recommends a Vote "AGAINST" This Stockholder Proposal.

ISS and Glass Lewis have recommended a vote "FOR" this proposal noting that it would provide stockholders with a means to call a special meeting to vote on issues that may arise between annual meetings.

Pursuant to this stockholder proposal an *investor owning a single share of NASDAQ OMX stock* may be able to call a special meeting.

The low threshold suggested to call a special stockholder meeting could *subject the organization to disruption (and impose costs) from an individual or special interest groups, who have no fiduciary duties to other stockholders* and who may have an agenda that is not in the best interest of the majority of stockholders or the company.

Throughout the year NASDAQ OMX executives regularly engage in dialogue with stockholders, inviting comments on corporate governance and executive compensation matters. Matters of importance to stockholders are regularly communicated to the Board.

Amending NASDAQ OMX's certificate of incorporation and by-laws as suggested by the stockholder proposal would require review and/or approval by the Securities and Exchange Commission. NASDAQ OMX is unable to determine if the Securities and Exchange Commission would accept the proposed amendments.

NASDAQ OMX STOCKHOLDER ENGAGEMENT

NASDAQ OMX management recognizes the importance of communication with a wide range of stakeholders, including stockholders; we listen and act on stockholder feedback and suggestions.

NASDAQ OMX annual stockholder outreach includes in-person investor meetings, quarterly earnings presentations, SEC filings and frequent electronic and web communications.

NASDAQ OMX executives regularly engage with institutional stockholders as part of our outreach program to discuss corporate strategy and performance, corporate governance matters and executive compensation matters.

At NASDAQ OMX Investor Day (May 10, 2012) management is presenting information regarding NASDAQ OMX, its strategy and financial outlook to investors. A webcast of the 2012 Investor Day may be found at www.nasdaqomx.com/ Investor Relations link.

Stockholder and investor events take place at the NASDAQ Marketsite in New York City throughout the year.

DIRECTOR NOMINEES & NOMINATING PROCESS

NASDAQ OMX Board of Directors recommends a vote "FOR" the election of all director nominees.

Director Nominees:

Steven D. Black

Börje Ekholm

Robert Greifeld

Glenn H. Hutchins

Essa Kazim

John D. Markese

Ellyn A. McColgan

Thomas F. O'Neill

James S. Riepe

Michael R. Splinter

Lars Wedenborn

Evaluation of director nominees by the NASDAQ OMX Nominating and Governance Committee includes a review of skills, qualifications, characteristics and experience with the objective of having a board with a diverse background and experience in the areas of global business, finance, legal and regulatory, technology and marketing.

The NASDAQ OMX Nominating and Governance Committee seeks certain characteristics in all director nominees including a high level of integrity, personal and professional ethics, sound business judgment, ability and willingness to commit sufficient time to fulfill board responsibilities and a commitment to represent the long-term interests of NASDAQ OMX stockholders.

The Nominating and Governance Committee, in evaluating director nominees, considers each candidate in the context of the board as a whole with the objective of maintaining a board that represents the interest of stockholders while furthering the success of NASDAQ OMX.

NASDAQ OMX CORPORATE GOVERNANCE BEST PRACTICES

•Majority Voting for Directors in Uncontested Elections

•Annual Election of Directors

•Majority Independent Board

•Three Fully Independent Committees

•Board Regularly Meets in Executive Session

•All Directors Attended More Than 75% of Board and Committee Meetings

•Annual Board and Committee Evaluations

•Corporate Governance Guidelines

•Global Ethics Program and Confidential Whistleblower Process

•No “Poison Pill”

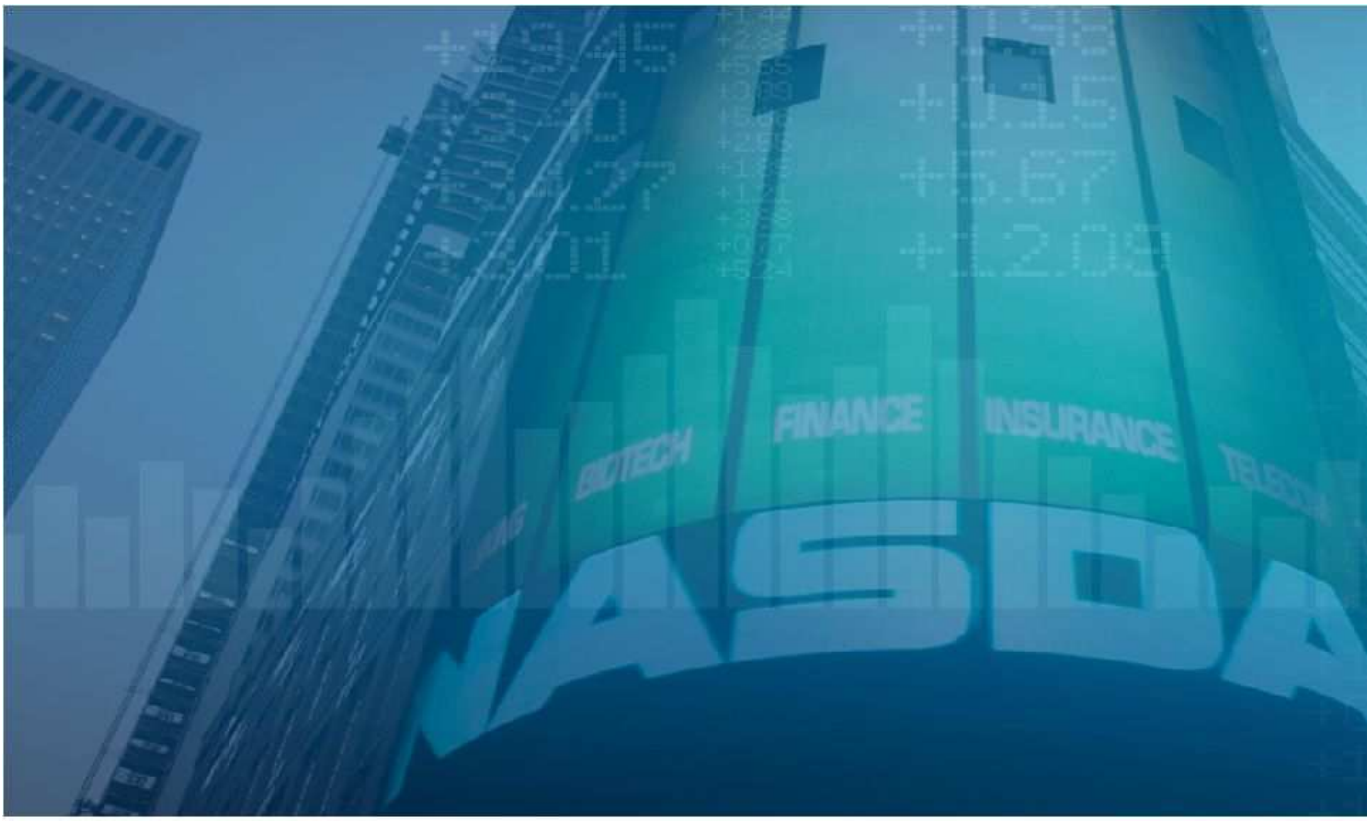
•Comprehensive Succession Planning Program

•Strong Risk Management Program

•Corporate Sustainability Program

NASDAQ OMX EXECUTIVE COMPENSATION BEST PRACTICES

- Pay for Performance Philosophy
- Elimination of Share Recycling Provision
- Stock Ownership Guidelines
- Stock Holding Requirement
- Prohibition on Short Selling
- Frozen Pension Plan and SERP
- Limited Severance Arrangements
- "Double Trigger" Change in Control Agreements
- Elimination of Tax-Gross Up Payments on Severance Arrangements
- Limited Perquisites
- Incentive Recoupment Policy ("Clawback Policy")
- Limited Employment Agreements
- Engagement of Independent Compensation Consultant
- Extensive Risk Assessment of Compensation Programs



©Copyright 2011, The NASDAQ OMX Group, Inc. All rights reserved.

QUESTIONS REGARDING THE NASDAQ OMX ANNUAL MEETING AND RELATED PROPOSALS MAY BE DIRECTED TO

CORPORATE SECRETARY: JOAN.CONLEY@NASDAQOMX.COM **OR**

INVESTOR RELATIONS: JOHN.SWEENEY@NASDAQOMX.COM