

# NASDAQ, INC.

## **FORM 8-K** (Current report filing)

Filed 07/31/17 for the Period Ending 07/25/17

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

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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 31, 2017 (July 25, 2017)**

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**Nasdaq, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-32651**  
(Commission  
File Number)

**52-1165937**  
(I.R.S. Employer  
Identification No.)

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

**10006**  
(Zip code)

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**Registrant's telephone number, including area code: +1 212 401 8700**

**No change since last report**  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) Election of Directors.

(1) On July 25, 2017, the Nasdaq, Inc. (“Nasdaq”) board of directors elected John D. Rainey as a director effective immediately. Nasdaq’s board has determined that Mr. Rainey is an “independent” director.

(2) Not applicable.

(3) Mr. Rainey was appointed to the audit and finance committees of Nasdaq’s board of directors.

(4) Mr. Rainey is Executive Vice President and Chief Financial Officer of PayPal Holdings, Inc., which is a customer of Nasdaq. Since January 1, 2016, PayPal or its subsidiaries paid Nasdaq or its subsidiaries approximately \$0.5 million, primarily for listing and corporate solutions products and services in the ordinary course of business.

(5) Mr. Rainey will be compensated under Nasdaq’s board compensation policy for the full 2017-2018 board compensation year.

A copy of the press release announcing Mr. Rainey’s election is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press Release dated July 26, 2017.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: July 31, 2017

Nasdaq, Inc.

By:

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/ S / EDWARD S . KNIGHT

**Edward S. Knight**  
**Executive Vice President and General Counsel**

Jul 26, 2017

Nasdaq Elects New Board Member

John D. Rainey Added to the Nasdaq Board

NEW YORK, July 26, 2017 (GLOBE NEWSWIRE) — Nasdaq (Nasdaq:NDAQ) today announced the addition of John D. Rainey to the Nasdaq Board of Directors following his election by the board on July 25, 2017.

John is Executive Vice President and Chief Financial Officer of PayPal Holdings, Inc. In his role, John oversees financial stability and growth at PayPal, which includes leading PayPal's financial operations, regional finance teams and investor relations.

Prior to his role at PayPal, John was Executive Vice President and Chief Financial Officer at United Continental Holdings, Inc.'s United Airlines. John was responsible for the company's financial operations and corporate strategy, and helped lead the merger of Continental Airlines and United Airlines. Over his eighteen-year career at Continental and United, John held several roles with increasing responsibility and helped lead the company to its most profitable era.

John currently serves on the March of Dimes National Board of Trustees, is an inaugural member of the CNBC Global CFO Council and is a member of The Wall Street Journal CFO Council. He holds a Bachelor's degree in Business Administration and a Master's in Business Administration from Baylor University; he is a Certified Public Accountant.

"After conducting an extensive search to ensure that the next board member would maintain our focus on business technology, we are thrilled to have John join the board," said Michael R. Splinter, Chairman of Nasdaq. "With John's proven track record of financial analysis and strategic planning at innovative technology-driven companies, I am confident he will have a positive impact on Nasdaq."

"I am very pleased to welcome John to our board and we look forward to his contributions," said Adena Friedman, President and CEO, Nasdaq. "John's insights will be instrumental as we move forward with our strategy and vision as a global leader in financial technology and client-centric organization."

"I am honored to serve on the board of Nasdaq," said John Rainey. "I look forward to working with the board and management team to help drive their strategy and vision, including championing technology and market innovation to lead capital market development."

For additional biographical information on Nasdaq's board members, see the Nasdaq 2017 Proxy Statement.

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**About Nasdaq:**

Nasdaq (Nasdaq:NDAQ) is a leading global provider of trading, clearing, exchange technology, listing, information and public company services. Through its diverse portfolio of solutions, Nasdaq enables customers to plan, optimize and execute their business vision with confidence, using proven technologies that provide transparency and insight for navigating today's global capital markets. As the creator of the world's second electronic stock market, its technology powers more than 90 marketplaces in 50 countries, and 1 in 10 of the world's securities transactions. Nasdaq is home to approximately 3,900 total listings with a market value of approximately \$12 trillion. To learn more, visit: [nasdaq.com/ambition](https://nasdaq.com/ambition) or [business.nasdaq.com](https://business.nasdaq.com).

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