

# NASDAQ, INC.

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

Filed 09/19/17 for the Period Ending 09/19/17

Address ONE LIBERTY PLAZA  
NEW YORK, NY, 10006

Telephone 2124018700

CIK 0001120193

Symbol NDAQ

SIC Code 6200 - Security and Commodity Brokers, Dealers, Exchanges and 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): September 19, 2017 (September 19, 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 10006**  
(Address of principal executive offices) (Zip code)

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

**No change since last report**  
(Former Name or 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 8.01. Other Events.**

On September 19, 2017, Nasdaq, Inc. issued a press release announcing the pricing of \$500 million aggregate principal amount of U.S. dollar-denominated senior floating rate notes due 2019 (the “Senior Notes”) pursuant to an effective shelf registration statement filed with the U.S. Securities and Exchange Commission (the “Offering”). The Senior Notes have an interest rate equal to the three-month U.S. dollar LIBOR plus 0.39% per annum and a public offering price of 100% of the principal amount of the Senior Notes. A copy of the press release announcing the pricing of the Offering is filed herewith as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits**

The following exhibits are filed as part of this Current Report on Form 8-K:

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	<a href="#"><u>Nasdaq, Inc. Press Release Announcing the Pricing of the Offering, dated September 19, 2017.</u></a>

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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: September 19, 2017

NASDAQ, INC.

By: /s/ Edward S. Knight

Name: Edward S. Knight

Title: Executive Vice President and General Counsel



### **Nasdaq, Inc. Prices \$500,000,000 Senior Floating Rate Notes Offering**

NEW YORK, September 19, 2017 — Nasdaq, Inc. (the “Company”) (Nasdaq:NDAQ) today announced that it priced a public offering of \$500,000,000 aggregate principal amount of U.S. dollar-denominated senior floating rate notes due 2019 (the “Offering”) with an interest rate equal to the three-month U.S. dollar LIBOR plus 0.39% per annum. The Company expects to use the net proceeds from the Offering, together with cash on hand, borrowings under the Company’s senior credit facility and/or issuances of commercial paper, to fund the cash consideration payable by the Company for its acquisition of eVestment, Inc. (the “eVestment Transaction”) and related expenses. If the eVestment Transaction does not close, the Company expects to use the net proceeds from the Offering for general corporate purposes. The Offering is expected to close on September 22, 2017, subject to the satisfaction of customary closing conditions.

Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Wells Fargo Securities LLC will act as joint book-running managers for the Offering.

The Offering is being made solely by means of a prospectus supplement and accompanying prospectus, which have been or will be filed with the Securities and Exchange Commission (the “SEC”). Before investing, the prospectus supplement and accompanying prospectus should be read, as well as other documents the Company has filed or will file with the SEC, for a more complete understanding of the Company and the Offering. These documents are available for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov).

Alternatively, copies may be obtained by contacting Merrill Lynch, Pierce, Fenner & Smith Incorporated at toll-free at (800) 294-1322, J.P. Morgan Securities LLC collect at 212-834-4533 or Wells Fargo Securities, LLC toll-free at (800) 645-3751, or by email at: [wfcustomerservice@wellsfargo.com](mailto:wfcustomerservice@wellsfargo.com).

This press release shall not constitute an offer to sell or a solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

#### ***Cautionary Note Regarding Forward-Looking Statements***

*The matters described herein contain forward-looking statements that are made under the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements about the Offering, the eVestment Transaction, the implementation dates of these transactions, the Company’s plans, objectives, expectations and intentions and other statements that are not historical facts. We caution that these statements are not guarantees of future performance. Actual results may differ materially from those expressed or implied in the forward-looking statements. Forward-looking statements involve a number of risks, uncertainties or other factors beyond the Company’s control. These factors include, but*

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*are not limited to factors detailed in the Company's annual report on Form 10-K, and periodic reports filed with the SEC. We undertake no obligation to release any revisions to any forward-looking statements.*

### **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 first 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: <http://business.nasdaq.com>.

### **Nasdaq Contacts**

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