

NASDAQ, INC.  
Form 8-K  
May 09, 2016

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

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): May 9, 2016 (May 5, 2016)**

**Nasdaq, Inc.**

**(Exact name of registrant as specified in its charter)**

**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)**

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

**10006**

**(Zip code)**

**No change since last report**

**(Former Name or Former Address, if Changed Since Last Report)**

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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At Nasdaq's annual meeting of stockholders held on May 5, 2016, the stockholders elected each of Nasdaq's nominees for director to serve for terms of one year and until their successors are duly elected and qualified. The stockholders also approved the Company's executive compensation on an advisory basis, ratified the appointment of Ernst & Young LLP as Nasdaq's independent registered public accounting firm for the fiscal year ending December 31, 2016 and approved the stockholder proposal entitled Shareholder Proxy Access.

The table below shows the voting results, which exclude excess shares that were ineligible to vote as a result of the 5% voting limitation in the Company's amended and restated certificate of incorporation.

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
<b>Proposal I: Election of Directors</b>				
Charlene T. Begley	101,559,367	30,722	45,710	7,983,303
Steven D. Black	101,030,172	558,687	46,940	7,983,303
Börje E. Ekholm	99,961,103	1,641,303	33,393	7,983,303
Robert Greifeld	101,337,814	265,060	32,925	7,983,303
Glenn H. Hutchins	100,272,359	1,317,128	46,312	7,983,303
Essa Kazim	101,331,706	267,473	36,620	7,983,303
Thomas A. Kloet	101,565,563	37,849	32,387	7,983,303
Ellyn A. McColgan	100,525,557	1,064,521	45,721	7,983,303
Michael R. Splinter	100,686,691	900,634	48,474	7,983,303
Lars R. Wedenborn	101,565,708	37,359	32,732	7,983,303
<b>Proposal II: Approve the Company's Executive Compensation on an Advisory Basis</b>	99,797,185	1,697,605	141,009	7,983,303
<b>Proposal III: Ratify the Appointment of Ernst &amp; Young LLP as Nasdaq's Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2016</b>	107,816,129	1,768,881	34,092	N/A
<b>Proposal IV: Consider the Stockholder Proposal Entitled Shareholder Proxy Access</b>	74,441,181	24,618,726	2,193,322	8,364,559

**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: May 9, 2016

Nasdaq, Inc.

By: /s/ EDWARD S. KNIGHT

**Edward S. Knight**

**Executive Vice President and General Counsel**