

NASDAQ, INC.  
Form 8-K  
October 26, 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): October 26, 2016 (October 20, 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)**

**10006**  
**(Zip code)**

**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)**

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

On October 20, 2016, Nasdaq's management compensation committee and board of directors approved the terms of an amendment to Hans-Ole Jochumsen's existing employment agreement to reflect Mr. Jochumsen's transition into the Vice Chairman role from January 1, 2017 through January 1, 2018, at which point his employment agreement will expire unless there is mutual agreement to extend the term. As Vice Chairman, Mr. Jochumsen will receive an annual base salary of \$500,000 and will be eligible for an annual cash incentive award with a target value of \$500,000. In 2017, Mr. Jochumsen will be eligible to receive an annual equity grant with a target value of \$750,000. Consistent with the terms of his employment agreement, Mr. Jochumsen will receive continued vesting of his outstanding equity grants, based on actual performance during the respective performance periods, upon expiration of his agreement.

A copy of the press release announcing Mr. Jochumsen's transition into the Vice Chairman role 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.

| <b>Exhibit No.</b> | <b>Exhibit Description</b>            |
|--------------------|---------------------------------------|
| 99.1               | Press release dated October 24, 2016. |

**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: October 26, 2016

Nasdaq, Inc.

By: */s/ EDWARD S. KNIGHT*  
**Edward S. Knight**  
**Executive Vice President and General Counsel**