

NYSE Euronext
Form 425
April 21, 2011

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): April 21, 2011

The NASDAQ OMX Group, 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.)

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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 8.01. Other Events.

On April 21, 2011, The NASDAQ OMX Group, Inc. (NASDAQ OMX) and IntercontinentalExchange, Inc. (ICE) issued a joint press release responding to the announcement by the Board of Directors of NYSE Euronext that they had rejected the April 19, 2011 revised joint proposal from NASDAQ OMX and ICE to acquire all of the outstanding shares of NYSE Euronext. The press release is attached as Exhibit 99.1 to this Current Report and is incorporated herein by reference. NASDAQ OMX assumes no obligation to update this Current Report.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

No.	Exhibit Description
99.1	NASDAQ OMX and ICE Joint Press Release, dated April 21, 2011.

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.

THE NASDAQ OMX GROUP, INC.

Dated: April 21, 2011

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

INDEX TO EXHIBITS

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