

NASDAQ, INC.
Form 8-K
June 07, 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): June 7, 2016 (June 7, 2016)

Nasdaq, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

000-32651
(Commission

File Number)

One Liberty Plaza, New York, New York 10006

52-1165937
(I.R.S. Employer

Identification No.)

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(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)

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 1.01. Entry into a Material Definitive Agreement.

Supplemental Indenture

On June 7, 2016, Nasdaq, Inc. (the Company) and Wells Fargo Bank, National Association, as trustee (the Trustee), entered into a Fourth Supplemental Indenture (the Supplemental Indenture) to the Indenture, dated June 7, 2013, between the Company and the Trustee. The Supplemental Indenture relates to the Company's 3.850% Senior Notes due 2026 (the Senior Notes). Also on June 7, 2016, the Company issued and sold \$500 million aggregate principal amount of the Senior Notes in a public offering pursuant to its Registration Statement on Form S-3 (No. 333-209080) (the Registration Statement) filed with the Securities and Exchange Commission on January 22, 2016. The Supplemental Indenture includes the form of the Senior Notes.

The Senior Notes will pay interest annually at a rate of 3.850% per annum and will mature on June 30, 2026. The Company expects to use the net proceeds from the offering of the Senior Notes, together with cash on hand and/or borrowings under the Company's senior credit facility, to fund the cash consideration payable in connection with the Company's acquisition of 100% of the equity interests in U.S. Exchange Holdings, Inc. (the indirect owner of three electronic options exchanges: International Securities Exchange, ISE Gemini and ISE Mercury) (the ISE Transaction) and related expenses and for general corporate purposes, which may include, without limitation, the repayment of indebtedness or the funding of other future acquisitions.

The Supplemental Indenture is filed herewith as Exhibit 4.1. The description of the Supplemental Indenture is qualified in its entirety by reference thereto.

Underwriting Agreement

On June 2, 2016, the Company entered into an Underwriting Agreement (the Underwriting Agreement) with Mizuho Securities USA Inc., SEB Securities, Inc. and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein, relating to the sale by the Company of \$500 million aggregate principal amount of Senior Notes.

The underwriters or their affiliates have provided investment or commercial banking services to the Company or its affiliates in the past and may do so in the future.

The Underwriting Agreement is filed herewith as Exhibit 1.1. The description of the Underwriting Agreement is qualified in its entirety by reference thereto.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

Item 1.01 of this Current Report on Form 8-K is hereby incorporated by reference.

Item 8.01. Other Events.

On March 9, 2016, the Company entered into that certain Commitment Letter and Engagement Letter, (together with the exhibits attached thereto, as amended, supplemented or otherwise modified, the Commitment Letter), by and among the Company, Wells Fargo Bank, National Association (Wells Fargo), Wells Fargo Securities, LLC (WFS), Mizuho Bank, Ltd. (Mizuho), Nordea Bank AB (publ) (Nordea) and Skandinaviska Enskilda Banken AB (PUBL) (SEB and, together with Wells Fargo, WFS, Mizuho and Nordea, the Initial Commitment Parties). On March 23, 2016, the Company entered into that certain Joinder Agreement (as amended, supplemented, or otherwise modified,

the Joinder Agreement), setting forth the agreement of the Company and the Initial Commitment Parties regarding the joinder of each of HSBC Bank USA, National Association (HSBC), Svenska Handelsbanken AB (publ), New York Branch (Svenska) and TD Bank, N.A. (TD) and, together with HSBC, Svenska and the Initial Commitment Parties, the Commitment Parties) to the Commitment Letter, pursuant to which certain of the Commitment Parties agreed to provide, subject to the satisfaction of customary closing conditions, up to \$1.1 billion of senior unsecured bridge loans for the purpose of financing all or a portion of the cash consideration payable by the Company in connection with the ISE Transaction.

On June 7, 2016, the Company notified the Commitment Parties of its election to immediately and permanently terminate the remaining commitments under the Commitment Letter.

The Commitment Parties or their affiliates have provided investment or commercial banking services to the Company or its affiliates in the past and may do so in the future.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

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

| Exhibit Number | Description |
|---------------------------|--|
| 1.1 | Underwriting Agreement, dated June 2, 2016, among Nasdaq, Inc. and Mizuho Securities USA Inc., SEB Securities, Inc. and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein. |
| 4.1 | Fourth Supplemental Indenture, dated as of June 7, 2016, among Nasdaq, Inc. and Wells Fargo Bank, National Association, as Trustee. |
| 5.1 | Opinion of Wachtell, Lipton, Rosen & Katz, dated June 7, 2016. |
| 23.1 | Consent of Wachtell, Lipton, Rosen & Katz, dated June 7, 2016 (included in Exhibit 5.1). |

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: June 7, 2016

NASDAQ, INC.

By: /s/ Edward S. Knight

Name: Edward S. Knight

Title: Executive Vice President and General Counsel