NASDAQ, INC. Form 4 August 17, 2016

FORM 4

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

OMB APPROVAL OMB 3235-0287

Number:

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

GREIFELD ROBERT

1. Name and Address of Reporting Person *

GREIFELD ROBERT			•	Symbol NASDAQ, INC. [NDAQ]				(Charle all applicable)			
(Last) (First) (Middle) 3. [(Month	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2016				(Check all applicable) _X_ Director			
				nendment, Date Original Ionth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State)	(Zip) Ta	ble I - Non-l	Derivative S	Securi	ties Acqı	quired, Disposed of, or Beneficially Owned			
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, i any (Month/Day/Year	Code	4. Securit on(A) or Di (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Stock, par value \$0.01 per share	08/12/2016		G V	720	D	\$0	989,815	D		
	Common Stock, par value \$0.01 per share	08/15/2016		M	33,900	A	\$ 35.92	1,023,715	D		
	Common Stock, par	08/15/2016		S	33,900	D	\$ 70.08	989,815 (2)	D		

value \$0.01 per share

(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 35.92	08/15/2016		M		33,900	<u>(3)</u>	12/13/2016	Common Stock	33,900
Employee Stock Option (Right to Buy)	\$ 21.31						(3)	06/30/2019	Common Stock	900,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topolong of the Tunner Tunner	Director	10% Owner	Officer	Other			
GREIFELD ROBERT ONE LIBERTY PLAZA NEW YORK, NY 10006	X		CEO				
Signatures							
/s/ Edward S. Knight, by power attorney	of	08/	17/2016				
**Signature of Reporting Person			Date				

Reporting Owners 2 Edgar Filing: NASDAQ, INC. - Form 4

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The price reported in this box is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.05 to \$70.16, inclusive. The reporting person undertakes to provide to Nasdaq, any security holder of Nasdaq or the staff of the U.S.
- (1) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1) to this Form 4.
- (2) Represents (i) 338,052 shares of common stock acquired upon exercise of vested stock options, (ii) 126,169 vested shares of restricted stock, (iii) 523,992 vested shares underlying PSUs and (iv) 1,602 shares purchased under the Employee Stock Purchase Plan.
- (3) Options exercisable as to 100%.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.