

NASDAQ STOCK MARKET INC  
Form 8-K  
February 24, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report: February 24, 2005**

(Date of earliest event reported)

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**The Nasdaq Stock Market, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of incorporation)

**000-32651**  
(Commission File Number)

**52-1165937**  
(IRS Employer Identification No.)

**One Liberty Plaza, New York, New York**  
(Address of principal executive offices)

**10006**  
(Zip Code)

**(212) 401-8742**

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(Registrant's telephone number, including area code)

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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))
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**Item 2.02 Results of Operations and Financial Condition**

The information set forth under Item 2.02 Results of Operations and Financial Condition is intended to be furnished pursuant to Item 2.02. Such information, including the Exhibit attached hereto, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Attached and incorporated herein by reference as Exhibit 99.1 is a copy of a press release of The Nasdaq Stock Market, Inc. ( Nasdaq ), dated February 24, 2005, reporting Nasdaq s financial results for the fourth quarter of 2004.

**ITEM 9.01 Financial Statements and Exhibits**

(c) Exhibits

The following exhibit is furnished as part of this Current Report on Form 8-K.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press release dated February 24, 2005.

**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.

Date: February 24, 2005

THE NASDAQ STOCK MARKET, INC.

By: /s/ David P. Warren

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David P. Warren  
Executive Vice President  
and Chief Financial Officer