

NASDAQ STOCK MARKET INC
Form SC 13D/A
November 06, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

The Nasdaq Stock Market, Inc.

(Name of Issuer)

Common Stock (par value \$0.01 per share)

(Title of Class of Securities)

63110318

(CUSIP Number)

Magnus Billing, Esq.

OMX AB

Tullvaktsvägen 15

105 78 Stockholm, Sweden

(46) 8-405-60-00

Copies to:

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New York, NY 10006

(212) 225-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 6, 2007

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 63110318 13D

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 OMX AB
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)

3 (b)
SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Sweden

7 SOLE VOTING POWER

NUMBER OF SHARES 0

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY 14,834,919

9 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 0

10 SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,834,919

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES x
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.3%

14 TYPE OF REPORTING PERSON

CO

2

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This Amendment No. 3 (Amendment No. 3) to Schedule 13D amends and supplements the statement on Schedule 13D originally filed on June 4, 2007 (as amended, the Schedule 13D), as amended by Amendment No. 1 to the Schedule 13D filed on August 29, 2007 and Amendment No. 2 to the Schedule 13D filed on September 21, 2007, relating to the common stock, par value \$0.01 per share (the Common Stock), of The Nasdaq Stock Market, Inc., a Delaware corporation (the Issuer). The principal executive offices of the Issuer are located at One Liberty Plaza, New York, NY 10006. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

The responses to Item 4 (Purpose of Transaction), Item 6 (Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer) and Item 7 (Material to be filed as Exhibits) are hereby amended as follows.

Item 4. Purpose of Transaction.

The response set forth in Item 4 of the Schedule 13D is hereby amended by adding to the end of Item 4 the following:

In furtherance of the transactions contemplated by the Supplement, on November 6, 2007, OMX executed three waivers (the Waivers) of the Voting Agreements pursuant to Section 7(a) of the Voting Agreements. The Waivers release the Securityholders from the voting obligations of Section 1 of the Voting Agreements at any Nasdaq stockholders meeting at which the issuance of Issuer s shares in connection with the Offer is not also submitted for a vote by Nasdaq stockholders.

The foregoing description of the Waivers is qualified in its entirety by reference to the Waivers included as Exhibits 99.8, 99.9 and 99.10 to this Statement.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The response set forth in Item 6 of the Schedule 13D is hereby amended by adding to the end of Item 6 the following:

Exhibits 99.8, 99.9 and 99.10 are incorporated herein by reference.

Item 7. Material to be filed as Exhibits.

The response set forth in Item 7 of the Schedule 13D is hereby amended by adding to the end of Item 7 the following:

- 99.8 Waiver dated November 6, 2007 to Securityholder Voting Agreement, dated May 25, 2007, by and between Hellman & Friedman Capital Partners IV, L.P., H&F International Partners IV-A, L.P., H&F International Partners IV-B, L.P., H&F Executive Fund IV, L.P. and OMX AB.
- 99.9 Waiver dated November 6, 2007 to Securityholder Voting Agreement, dated May 25, 2007, by and between Silver Lake Partners TSA, L.P., Silver Lake Investors, L.P., Silver Lake Partners II TSA, L.P., Silver Lake Technology Investors II, L.P. and OMX AB.
- 99.10 Waiver dated November 6, 2007 to Securityholder Voting Agreement, dated May 25, 2007, by and between Robert Greifeld and OMX AB.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 6, 2007

OMX AB

By: /s/ Magnus Billing
Name: Magnus Billing
Title: General Counsel