# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### FORM 8-K

## CURRENT REPORT Pursuant to Section 13 or 15(d)

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

Date of Report (Date of earliest event reported): June 11, 2024

### Nasdaq, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-38855 (Commission File Number) 52-11659 (I.R.S. Emplo Identification

151 W. 42nd Street, New York, New York (Address of principal executive offices)

10036 (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	o simultaneousl	y satisfy the	e filing obl
registrant under any of the following provision	ons:				

- ☐ 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 24
- □ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 24

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each ex on which regis
Common Stock, \$0.01 par value per	NDAQ	The Nasdaq Stoc
share		
4.500% Senior Notes due 2032	NDAQ32	The Nasdaq Stoo
0.900% Senior Notes due 2033	NDAQ33	The Nasdaq Stoo
0.875% Senior Notes due 2030	NDAQ30	The Nasdaq Stoo
1.75% Senior Notes due 2029	NDAQ29	The Nasdaq Stoc

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 chapter).
Emerging Growth Company $\square$
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended for complying with any new or revised financial accounting standards provided pursuant to Section Exchange Act. $\Box$

#### Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 11, 2024, the Company held its 2024 Annual Meeting of Shareholders, and the Company's stook the following actions: (i) elected each of the Company's twelve nominees for director to serve until the Annual Meeting of Shareholders and until their successors are duly elected and qualified, (ii) approved the executive compensation on an advisory basis, (iii) ratified the appointment of Ernst & Young LLP as the Company's twelve nominees for director to serve until the executive compensation on an advisory basis, (iii) ratified the appointment of Ernst & Young LLP as the Company's twelve nominees for director to serve until the executive compensation on an advisory basis, (iii) ratified the appointment of Ernst & Young LLP as the Company's twelve nominees for director to serve until the executive compensation on an advisory basis, (iii) ratified the appointment of Ernst & Young LLP as the Company's twelve nominees for director to serve until the executive compensation on an advisory basis, (iii) ratified the appointment of Ernst & Young LLP as the Company's twelve nominees for director to serve until the executive compensation on an advisory basis, (iii) ratified the appointment of Ernst & Young LLP as the Company's twelve nominees for director to serve until the executive compensation on an advisory basis, (iii) ratified the appointment of Ernst & Young LLP as the Company's twelve nominees for director to serve until the executive compensation on an advisory basis, (iii) ratified the appointment of Ernst & Young LLP as the Company's twelve nominees for director to serve until the executive compensation on an advisory basis, (iii) ratified the appointment of Ernst & Young LLP as the Company's twelve nominees for director to serve until the executive compensation of the Ernst & Young LLP as the Company's twelve nominees for director to serve until the executive compensation of the Ernst & Young LLP as the Company's twelve nominees for director to serve until the executive nominees for director the executive nom

The table below shows the voting results, which exclude excess shares that were ineligible to vote a the 5% voting limitation in the Company's Amended and Restated Certificate of Incorporation, as amend "Charter").

	FOR	ACAINICT	ABSTAIN
<b>Proposal 1: Election of Directors</b>	FUK	AGAINST	ADSTAIN
Melissa M. Arnoldi	340,861,019	1,197,497	529,831
Charlene T. Begley	328,937,060	13,132,551	518,736
Adena T. Friedman	320,106,741	17,766,017	4,715,589
Essa Kazim	341,211,398	883,743	493,206
Thomas A. Kloet	340,181,614	1,891,598	515,135
Kathryn A. Koch	341,702,405	381,015	504,927
Holden Spaht	341,705,283	387,703	495,361
Michael R. Splinter	328,572,623	13,492,077	523,647
Johan Torgeby	341,656,425	305,282	626,640
Toni Townes-Whitley	340,852,168	1,231,004	505,175
Jeffery W. Yabuki	340,776,902	1,271,122	540,323
Alfred W. Zollar	339,103,263	2,978,364	506,720
Proposal 2: Approval of the Company's			
Executive Compensation on an Advisory Basis	333,421,804	8,540,999	625,544

Proposal 3: Ratification of the Appointment of Ernst & Young LLP as the Company's	FOR	AGAINST	ABSTAIN Y	
Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2024	344,543,179	21,747,864	491,745 -	
Proposal 4: Shareholder Proposal - "Special Shareholder Meeting Improvement"	85,306,557	256,613,144	668,646 2	

#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 14, 2024 NASDAQ, INC.

By: /s/ John A. Zecca

Name: John A. Zecca

Title: Executive Vice President and Chief L