Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: NASDAQ OMX Group Educational Foundation, Inc.

A Employer identification number: 52-1864429

Number and street (or P O box number if mail is not delivered to street address): 805 King Farm Boulevard

Room/suite:

B Telephone number (see instructions): 212-401-8700

City or town, state, and ZIP code: Rockville, MD 20850

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 27,463,287

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	92	92	92	
4	Dividends and interest from securities	434,138	434,138	434,138	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	33,474			
b	Gross sales price for all assets on line 6a 7,276,084				
7	Capital gain net income (from Part IV, line 2)		33,474		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	467,704	467,704	434,230	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) STMT 1	5,974	5,974	5,974	
b	Accounting fees (attach schedule) STMT 1	47,500	47,500	47,500	
c	Other professional fees (attach schedule) STMT 1	285,446	285,446	285,446	
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 2	27,306		27,306	
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 2	3,417		3,417	
24	**Total operating and administrative expenses.** Add lines 13 through 23	369,643	338,920	369,643	
25	Contributions, gifts, grants paid	3,061,784			4,309,768
26	**Total expenses and disbursements** Add lines 24 and 25	3,431,427	338,920	369,643	4,309,768
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-2,963,723			
b	**Net investment income** (if negative, enter -0-)		128,784		
c	**Adjusted net income** (if negative, enter -0-)			64,587	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	740,398	1,587,358	1,587,358
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ STMT 2			
	Less allowance for doubtful accounts ▶	96,443	95,914	95,914
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) STMT 3	27,785,240	25,780,015	25,780,015
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	28,622,081	27,463,287	27,463,287
Liabilities	17 Accounts payable and accrued expenses	1,317,297	1,795,277	
	18 Grants payable	3,737,274	2,480,868	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	5,054,571	4,276,145	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	23,567,510	23,187,142	
	30 **Total net assets or fund balances** (see instructions)	23,567,510	23,187,142	
	31 **Total liabilities and net assets/fund balances** (see instructions)	28,622,081	27,463,287	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	23,567,510
2	Enter amount from Part I, line 27a	2	-2,963,723
3	Other increases not included in line 2 (itemize) ▶ Statement 4	3	2,583,355
4	Add lines 1, 2, and 3	4	23,187,142
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,187,142

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo., day, yr)
1a	Statment 5			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	33,474
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	3,111,117	30,511,530	0.1020
2010	2,384,405	30,090,934	0.0792
2009	3,049,723	28,595,709	0.1066
2008	2,030,500	35,101,662	0.0578
2007	1,562,958	38,855,261	0.0402

2	**Total** of line 1, column (d)	2	0.3858
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.0772
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	27,682,425
5	Multiply line 4 by line 3	5	2,137,083
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,288
7	Add lines 5 and 6	7	2,138,371
8	Enter qualifying distributions from Part XII, line 4	8	4,309,768

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	1,421
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,421
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,421
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 98,718		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	98,718
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	97,297
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 97,297 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Delaware and Maryland			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ NASDAQ OMX Group Educational Foundation,Inc Telephone no. ▶ 212-401-8700

Located at ▶ 805 King Farm Boulevard, Rockville, MD ZIP+4 ▶ 20850

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		x
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ________, ________, ________, ________				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________, ________, ________, ________				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)* N/A		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A. **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 6				

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	26,404,708
b	Average of monthly cash balances	1b	1,699,277
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	28,103,985
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	28,103,985
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	421,560
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,682,425
6	**Minimum investment return.** Enter 5% of line 5	6	1,384,121

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	1,384,121
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,421		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,421
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,382,700
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,382,700
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,382,700

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,309,768
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,309,768
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,309,768

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,382,700
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008 181,907				
c From 2009 1,623,765				
d From 2010 881,852				
e From 2011 1,590,741				
f **Total** of lines 3a through e	4,278,265			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 4,309,768				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				1,382,700
e Remaining amount distributed out of corpus	2,927,068			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	7,205,333			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	7,205,333			
10 Analysis of line 9:				
a Excess from 2008 181,907				
b Excess from 2009 1,623,765				
c Excess from 2010 881,852				
d Excess from 2011 1,590,741				
e Excess from 2012 2,927,068				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶ Not Applicable

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

Not Applicable

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 7				4,309,768
Total . . . . ▶ **3a**				4,309,768
b *Approved for future payment*				
See Statement 7				2,103,454
Total . . . . ▶ **3b**				2,103,454

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	92	
4 Dividends and interest from securities			14	434,138	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	33,474	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				467,704	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 467,704

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	**1a(1)**		X
	(2) Other assets	**1a(2)**		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		X
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		X
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		X
	(4) Reimbursement arrangements	**1b(4)**		X
	(5) Loans or loan guarantees	**1b(5)**		X
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [X] Yes [ ] No

b If "Yes," complete the following schedule.

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
The Nasdaq Stock Market Inc-PAC	Political Action Committee	Common Officers

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

[signature] 8/14/13 Assistant Treasurer

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? [ ] Yes [ ] No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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NASDAQ OMX Group Educational Foundation, Inc.
Tax Year Ended 12/31/2012
Form 990-PF, Part I, Analysis of Revenue & Expenses

EIN #52-1864429

	(a) Revenue & Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Disbursements for Charitable Purposes
Accounting fees, line 16(b)				
Audit services	47,500	47,500	47,500	-
Total, line 16(b)	47,500	47,500	47,500	-
Other professional fees, line 16(c)				
Trustee fees	0 00	0	0	-
Consulting services	285,446	285,446	285,446	-
Legal services	5,974	5,974	5,974	-
Other Professional Services	0	0	0	
Total, line 16(c)	291,420	291,420	291,420	-

NASDAQ OMX Group Educational Foundation, Inc. **EIN #52-1864429**
Tax Year Ended 12/31/2012
Form 990-PF

Part I, Analysis of Revenue & Expenses

	(a) Revenue & Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Disbursements for Charitable Purposes
Taxes, line 18				
Federal income taxes	27,306	-	27,306	-
Total, line 18	27,306	-	27,306	-
Other expenses, line 23				
Other miscellaneous expense	3,417	-	3,417	-
Total, line 23	3,417	-	3,417	-

Part II, Balance Sheet

Assets, line 7	Beginning of year	End of Year	
	Book Value	Book Value	Fair Market Value
Other receivables	96,443	95,914	95,914

NASDAQ OMX Group Educational Foundation, Inc. **EIN #52-1864429**
Tax Year Ended 12/31/2012
Form 990-PF, Part II, Investments- coporate stock, line 10(b)

Investment Summary

Security

		12/31/12 Shares/Par	12/31/12 Cost	12/31/12 Market Value
Vanguard	See Stmt 3, pg 2	40,911	4,364,905	5,339,666
Frontegra Ironbridge	See Stmt 3, pg 3	430,714	4,842,457	5,388,233
Dodge & Cox Funds	See Stmt 3, pg 4	60,423	2,260,731	2,138,303
William Blair International	See Stmt 3, pg 5	94,275	2,074,811	2,162,677
Baird Funds	See Stmt 3, pg 6	456,638	4,778,346	5,164,574
Citco Fund Services	See Stmt 3, pg 7	2,706	4,437,684	5,586,561
				25,780,015

Other

Total, line 10(b)

The Nasdaq Stock Market Educational Foundation, Inc. **EIN #52-1864429**
Tax Year Ended 12/31/2012
Form 990-PF, Part II, Investments- coporate stock, line 10(b)

Security

	12/31/12 Shares/Par	12/31/12 Cost	12/31/12 Market Value
Vanguard Instl Equity Index Fund	51,214	5,439,555	5,339,666
Income Dividend @ 3/29	228	29,243	
Income Dividend @ 6/28	267	32,511	
Income Dividend @ 9/27	277	36,765	
Redemption @ 10/16/2012	(11,362)	(1,210,381)	
Income Dividend @ 12/26	286	37,212	
Total Vanguard Instl Equity Index Fund Inc Shs:	40,911	4,364,905	5,339,666

The Nasdaq Stock Market Educational Foundation, Inc. **EIN #52-1864429**
Tax Year Ended 12/31/2012
Form 990-PF, Part II, Investments- coporate stock, line 10(b)

Security

	12/31/12 Shares/Par		12/31/12 Cost		12/31/12 Market Value
Frontegra Ironbridge Smid Funds/1261	415,394		4,654,164		5,388,233.14
Cap Gain Reinvestment @12/14/12	12,309		151,291		
Income Reinvestment @12/14/12	2,475		30,419		
Shortterm Cap Gain Reinvestment @12/14/12	536		6,584		
Total Frontegra Ironbridges:	430,714		4,842,457		5,388,233

The Nasdaq Stock Market Educational Foundation, Inc. **EIN #52-1864429**
Tax Year Ended 12/31/2012
Form 990-PF, Part II, Investments- coporate stock, line 10(b)

Security	12/31/12 Shares/Par	12/31/12 Cost	12/31/12 Market Value
Dodge & Cox International Stock Fund	66,375	2,433,860	2,138,303
Redemption as of 10/16/2012	(5,952)	(218,264)	
Dividend Reinvest @ 12/31/2012	0	45,136	
Total Dodge & Cox Funds	60,423	2,260,731	2,138,303

The Nasdaq Stock Market Educational Foundation, Inc. **EIN #52-1864429**
Tax Year Ended 12/31/2012
Form 990-PF, Part II, Investments- coporate stock, line 10(b)

Security	12/31/12 Shares/Par		12/31/12 Cost		12/31/12 Market Value
Initial purchase @ 4/27	91,344		2,007,735		2,162,677
Dividend Reinvestment @ 12/20	2,932		67,076		
Total William Blair International	94,275		2,074,811		2,162,677

The Nasdaq Stock Market Educational Foundation, Inc. **EIN #52-1864429**
Tax Year Ended 12/31/2012
Form 990-PF, Part II, Investments- coporate stock, line 10(b)

Security	12/31/12 Shares/Par	12/31/12 Cost	12/31/12 Market Value
Baird Intermediate Bond-Institutional (BIMIX)	604,382	6,303,435	5,164,574
Income Reinvest @ 1/25/2012	1,294	14,393	
Wire Redemption @ 1/25/2012	(166,367)	(1,735,134)	
Service Charge @ 1/25/2012	(1)	(14)	
Income Reinvest @ 2/27/2012	1,158	12,970	
Income Reinvest @ 3/26/2012	1,117	12,447	
Income Reinvest @ 4/25/2012	1,187	13,308	
Income Reinvest @ 5/25/2012	1,127	12,631	
Income Reinvest @ 6/25/2012	1,068	12,008	
Income Reinvest @ 7/25/2012	1,145	12,994	
Income Reinvest @ 8/27/2012	1,092	12,392	
Income Reinvest @ 9/25/2012	1,064	12,137	
Income Reinvest @ 10/25/2012	1,023	11,658	
Income Reinvest @ 11/25/2012	1,024	11,709	
Income Reinvest @ 12/26/2012	1,300	14,679	
Shortterm Cap Gain Reinvestment @ 12/26/2012	1,475	16,653	
Cap Gain Reinvest @ 12/26/2012	3,550	40,082	
Total Baird Funds	456,638	4,778,346	5,164,574

The Nasdaq Stock Market Educational Foundation, Inc. **EIN #52-1864429**
Tax Year Ended 12/31/2012
Form 990-PF, Part II, Investments- coporate stock, line 10(b)

Security	12/31/12 Shares/Par	12/31/12 Cost	12/31/12 Market Value
Magnitude Citco International Class A	3,476	5,700,000	5,586,561
Redemption @ 4/1/2012	(770)	(1,262,316)	
Total Citco Fund Services	2,706	4,437,684	5,586,561

NASDAQ OMX Group Educational Foundation, Inc.
Tax Year Ended 12/31/2012
Form 990-PF, Part III, Analysis of Changes in Net Assets or Fund Balances

EIN 52-1864429

Other increases not included in line 2, line 3

Contributed Services	0
Unrealized Gain on Investments	2,583,355
Total, line 3	2,583,355

Other decreases not included in line 2, line 5

Contributed Services	0
Realized Loss on Investments	0
Total, line 5	0

NASDAQ OMX Group Educational Foundation, Inc.
Tax Year Ended 12/31/2012
Form 990-PF, Part IV, Supplementary Information

EIN #52-1864429

		Shares/Par	Cost	Proceeds	Gain(Loss)
Baird Funds	See Stmt 5, pg 2	166,368	1,734,523	1,906,750	172,227
Vanguard Instl Equity Index Fund Inc Shs	See Stmt 5, pg 3	11,362	1,210,381	1,500,000	289,619
Julius Baer Funds	See Stmt 5, pg 4	192,682	2,816,500	2,007,735	(808,765)
Dodge & Cox Funds	See Stmt 5, pg 5	5,952	218,264	200,000	(18,264)
Citco Fund Services	See Stmt 5, pg 6	770	1,262,316	1,500,000	237,684
Taconic Offshore Fund	See Stmt 5, pg 7	10	625	943	318
Frontegra Ironbridge Smid Fund	See Stmt 5, pg 8	0	0	157,875	157,875
JP Morgan Investor Services	See Stmt 5, pg 9	0	0	2,781	2,781
Total		377,144	7,242,610	7,276,084	33,474

Baird Funds

	Shares/Par	Cost	Proceeds	Gain(Loss)
Wire Redemption @ 1/25/2012	166,367	1,734,509	1,850,000	115,491
Service Charge @ 1/25/2012	1	14	15	1
Baird Purchase DEC 2012			16,653	16,653
Baird Purchase DEC 2012			40,082	40,082
TOTAL 2012	**166,368**	**1,734,523**	**1,906,750**	**172,227**

The Nasdaq Stock Market Educational Foundation, Inc. EIN #52-1864429
Tax Year Ended 12/31/2012
Form 990-PF, Part IV, Supplementary Information

Vanguard Instl Equity Index Fund Inc Shs

	Shares/Par	Cost	Proceeds	Gain(Loss)
Redemption @ 10/16/2012	11,362	1,210,381	1,500,000	289,619
				-
				-
				-
TOTAL 2012	**11,362**	**1,210,381**	**1,500,000**	**289,619**

Julius Baer Funds

	Shares/Par	Cost	Proceeds	Gain(Loss)
Redemption 4/23/12	192,682	2,816,500	2,007,735	(808,765)
TOTAL 2012	**192,682**	**2,816,500**	**2,007,735**	**(808,765)**

The Nasdaq Stock Market Educational Foundation, Inc.
Tax Year Ended 12/31/2012
Form 990-PF, Part IV, Supplementary Information

EIN #52-1864429

Dodge & Cox Funds

	Shares/Par	Cost	Proceeds	Gain(Loss)
Redemption as of 10/16/2012	5,952	218,264	200,000	(18,264)
TOTAL 2012	5,952	218,264	200,000	(18,264)

Citco Fund Services

	Shares/Par	Cost	Proceeds	Gain(Loss)
Redemption @ 4/1/2012	770	1,262,316	1,500,000	237,684
TOTAL 2012	770	1,262,316	1,500,000	237,684

Taconic Offshore Fund

	Shares/Par	Cost	Proceeds	Gain(Loss)
Class SP2-A Series 1006	10	625	943	318
TOTAL 2012	**10**	**625**	**943**	**318**

Frontegra Ironbridge Smid Fund

	Shares/Par	Cost	Proceeds	Gain(Loss)
Frontegra Ironbridge Purchase DEC 2012			151,291	151,291
Frontegra Ironbridge Purchase DEC 2012			6,584	6,584
				-
TOTAL 2012	0	0	157,875	157,875

The Nasdaq Stock Market Educational Foundation, Inc. **EIN #52-1864429**

0

Form 990-PF, Part IV, Supplementary Information

JP Morgan Investor Services

	Shares/Par	Cost	Proceeds	Gain(Loss)
P00173 Fund MAR 2013			2,781	2,781
				-
				-
0	0	0	2,781	2,781

NASDAQ OMX Group Educational Foundation, Inc. **EIN #52-1864429**
Tax Year Ended 12/31/2012
Form 990-PF, Part VIII, Information about Officers, Directors, Trustees, Foundation managers, Highly paid employees and Contractors

Line 1, List of all Officers, Directors, Trustees, Foundation Managers and their Compensation

Name and Address	Title	Average Hours per Week Devoted to Position	Compensation	Contributions to Employee Benefit Plans	Expense Account & Other
Bruce E Aust One Liberty Plaza, NY, NY 10006	Director	1	None		
H Furlong Baldwin 2 Village Square, Suite 258, Baltimore, MD 21210	Director	1	None		
Marc Baum 241 West 12th Street, NY, NY 10014	Director	1	None		
John J Lucchese 55 Broadway, NY, NY 10006	Director	1	None		
Eric Noll One Liberty Plaza, NY, NY 10006	Director	1	None		
Robert Greifeld One Liberty Plaza, NY, NY 10006	Chairman	2	None		
Peter Strandell One Liberty Plaza, NY, NY 10006	Treasurer	1	None		
Joan C Conley 9600 Blackwell Road, Rockville, MD 20850	Secretary	2	None		
Michael Caramico One Liberty Plaza, NY, NY 10006	Asst Treasurer	1	None		
Colleen Steele 9600 Blackwell Road, Rockville, MD 20850	Asst Secretary	1	None		

NASDAQ OMX Group Educational Foundation, Inc. **EIN #52-1864429**
Tax Year Ended 12/31/2012
Form 990-PF, Part XV, Supplementary Information

Line 3, Grants & Contributions Paid during the year or Approved for future payment

Recipient	Purpose of Grant/Contribution	Amount
Part a), Paid During the Year		
Baruch College		5,000
Brookings Institute		125,000
Brookings Institute		100,000
Business Roundtable		89,232
The Centre for European Policy Studies Membership		7,900
Clinton Global Initiative Membership		20,000
Columbia University		329,453
The Committee for a Responsible Federal Budget		500,000
Council on Foreign Relations		100,000
Create Jobs for America		25,000
Edward Lowe Foundation		240,000
Eunice Rhee		15,000
European Finance Association		18,000
European Finance Association		37,000
Fordham University		333,000
Fordham University		333,000
Global Consortium of Entrepreneurship Centers		60,000
Hofstra Financial Markets Academy		75,000
Iona College· Center for Financial Market Studies		250,000
John Hopkins University		25,000
Julie Schoening Ph D Dissertation		5,000
Junior Acheivement of New York		200,000
Lawrence Berkeley National Laboratory		15,000
Mentoring USA		50,000
National Chamber Foundation/US Chamber of Commerce		210,000
Notre Dame, 2012 Conference on Current Issues in Financial Regulation		22,179
NYU Stern School of Business		283,000
Rice University		50,000
SEC Historical Society		5,000
Springside Chestnut Hill Academy		50,000
Stanford School of Business		80,000
Steppingstone Scholars		50,000
UNICEF		100,000
University of North Carolina at Chapel Hill		14,000
University of Pennsylvania's Wharton School		10,000
University of Texas at Austin (Moot Corp)		30,000
Vanderbilt University Owens Graduate School		20,000
Women's Bond Club		12,500
World Federation of Exchanges		150,504
York College of Pennsylvania Financial Literacy and Trading Laboratory		250,000
Yuan Mao Ph D Dissertation		15,000
Total paid during the year		**4,309,768**
Part b), Approved for Future Payment		
Columbia University		329,454
Edward Lowe Foundation		220,000
European Finance Association		36,000
Fordham University		667,000
Global Consortium of Entrepreneurship Centers		120,000
Hofstra Financial Markets Academy		75,000
John Hopkins University		50,000
Junior Acheivement of New York		200,000
NYU Stern School of Business		238,000
Stanford School of Business		80,000
University of North Carolina at Chapel Hill		28,000
University of Texas at Austin (Moot Corp)		60,000
Total approved for future payment		**2,103,454**

Form **8868** (Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions NASDAQ OMX Group Educational Foundation, Inc.	Employer identification number (EIN) or 52-1864429
	Number, street, and room or suite no If a P O box, see instructions 805 King Farm Boulevard	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Rockville,MD 20850	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Taxpayer, One Liberty Plaza, New York, NY 10006

Telephone No ▶ 212-401-8700 FAX No. ▶ 212-401-1012

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 20 13 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 13 or

▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 3,748
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 98,718
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ -94,970

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

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- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☐

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions NASDAQ OMX Group Educational Foundation, Inc.	Employer identification number (EIN) or 52-1864429
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 805 King Farm Boulevard	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Rockville, MD 20850	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐☐

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶

Telephone No ▶ FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until ______, 20 ___

5 For calendar year ____, or other tax year beginning ______, 20 ___, and ending ______, 20 ___

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$
c **Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Michael Cavani Title ▶ Asst. Treasurer Date ▶ 4/15/13

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