

EXHIBIT 5

Deleted text is [bracketed]. New text is underlined.

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CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
THE NASDAQ OMX GROUP, INC.

Pursuant to Section 242
of the General Corporation Law of the State of Delaware

THE NASDAQ OMX GROUP, INC., a corporation duly organized and
existing under the General Corporation Law of the State of Delaware (the
“Corporation”), does hereby certify that:

1. The Amended and Restated Certificate of Incorporation of
the Corporation is hereby amended by deleting ARTICLE FIRST thereof and inserting
the following in lieu thereof:

“FIRST. The name of the corporation is Nasdaq, Inc. (“Nasdaq”).”

2. The foregoing amendment was duly adopted in accordance
with the provisions of Section 242 of the General Corporation Law of the State of
Delaware.

[Signature Page Follows]

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BY-LAWS OF [THE NASDAQ OMX GROUP, INC.]NASDAQ, INC.

Article I Definitions

When used in these By-Laws, unless the context otherwise requires, the term:

(a) – (e) No change.

(f) “Corporation” means [The NASDAQ OMX Group, Inc.]Nasdaq, Inc.;

(g) – (t) No change.

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