

EXHIBIT 5

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

Nasdaq, Inc.

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CERTIFICATE OF AMENDMENT DATED ●, 2022

Pursuant to Section 242 of the General Corporation Law of the State of Delaware Nasdaq, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. Article Fourth, Section A of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

“A. The total number of shares of Stock which Nasdaq shall have the authority to issue is Nine Hundred Thirty Million (930,000,000), consisting of Thirty Million (30,000,000) shares of Preferred Stock, par value \$.01 per share (hereinafter referred to as "Preferred Stock"), and Nine Hundred Million (900,000,000) shares of Common Stock, par value \$.01 per share (hereinafter referred to as "Common Stock").”

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.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by its duly authorized officer on this ● day of ●, 2022.

Nasdaq, Inc.

By: _____

Name:

Title:

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