

Edgar Filing: NASDAQ STOCK MARKET INC - Form SC 13G/A

NASDAQ STOCK MARKET INC
Form SC 13G/A
February 14, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G/A
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c) and (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE
13d-2(b)

AMENDMENT NO. 1

THE NASDAQ STOCK MARKET, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$.01 PER SHARE

(Title of Class of Securities)

631103108

(CUSIP Number)

FEB. 14, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

SCHEDULE 13G/A

CUSIP No. 631103108

Page 2 of 8

1

NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

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Hellman & Friedman Capital Partners IV, L.P.

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [] (b) []
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION California	
5	SOLE VOTING POWER 0	
6	SHARED VOTING POWER 10,080,323	
7	SOLE DISPOSITIVE POWER 0	
8	SHARED DISPOSITIVE POWER 10,080,323	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,080,323	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.1%	
12	TYPE OF REPORTING PERSON (See Instructions) PN	

SCHEDULE 13G/A

CUSIP No. 631103108

Page 3 of 8

Edgar Filing: NASDAQ STOCK MARKET INC - Form SC 13G/A

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) H&F Executive Fund IV, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [] (b) []	
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION California		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 0		
	6 SHARED VOTING POWER 224,095		
	7 SOLE DISPOSITIVE POWER 0		
	8 SHARED DISPOSITIVE POWER 224,095		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 224,095		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[]	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2%		
12	TYPE OF REPORTING PERSON (See Instructions) PN		

SCHEDULE 13G/A

Edgar Filing: NASDAQ STOCK MARKET INC - Form SC 13G/A

CUSIP No. 631103108

Page 4 of 8

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
H&F International Partners IV-A, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(See Instructions) (b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
California

5 SOLE VOTING POWER
0

NUMBER OF

6 SHARED VOTING POWER
1,654,721

SHARES

7 SOLE DISPOSITIVE POWER
0

BENEFICIALLY

OWNED

8 SHARED DISPOSITIVE POWER
1,654,721

BY EACH

REPORTING

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,654,721

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.8%

12 TYPE OF REPORTING PERSON (See Instructions)
PN

Edgar Filing: NASDAQ STOCK MARKET INC - Form SC 13G/A

SCHEDULE 13G/A

CUSIP No. 631103108

Page 5 of 8

1	NAME OF REPORTING PERSON	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	
	H&F International Partners IV-B, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [] (b) []
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	California	
5	SOLE VOTING POWER	
0		
6	SHARED VOTING POWER	
545,861		
7	SOLE DISPOSITIVE POWER	
0		
8	SHARED DISPOSITIVE POWER	
545,861		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
545,861		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
0.6%		
12	TYPE OF REPORTING PERSON (See Instructions)	
PN		

Edgar Filing: NASDAQ STOCK MARKET INC - Form SC 13G/A

SCHEDULE 13G/A

CUSIP No. 631103108

Page 6 of 8

1	NAME OF REPORTING PERSON	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	
	H&F Investors IV, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [] (b) []
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	California	
5	SOLE VOTING POWER	
0		
6	SHARED VOTING POWER	
12,505,000		
7	SOLE DISPOSITIVE POWER	
0		
8	SHARED DISPOSITIVE POWER	
12,505,000		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12,505,000		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
13.8%		
12	TYPE OF REPORTING PERSON (See Instructions)	
OO		

SCHEDULE 13G/A

CUSIP No. 631103108

Page 7 of 8

The Schedule 13G, dated June 29, 2001, (the "Schedule 13G") originally filed on behalf of each of Hellman & Friedman Capital Partners IV, L.P., a California limited partnership, H&F Executive Fund IV, L.P., a California limited partnership, H&F International Partners IV-A, L.P., a California limited partnership, H&F International Partners IV-B, L.P., a California limited partnership (collectively, the "H&F Investors"), H&F Investors IV, LLC, a California limited liability corporation and F. Warren Hellman is hereby amended as set forth below:

ITEM 2(A): NAME OF FILING PERSON.

The Schedule 13G is hereby amended to eliminate F. Warren Hellman as a filing person.

ITEM 4: OWNERSHIP.

(a) Amount Beneficially Owned:

See the responses to Item 9 on the attached Cover Pages. The amounts reported as beneficially owned by the H&F Investors have been amended to include 5,000 Shares receivable upon exercise of options held in the name of F. Warren Hellman for the benefit of the H&F Investors as follows: 4,104 Shares beneficially owned by Hellman & Friedman Capital Partners IV, L.P., 674 Shares beneficially owned by H&F International Partners IV-A, L.P. and 222 Shares beneficially owned by H&F International Partners IV-B, L.P.

(b) Percent of Class:

See the responses to Item 11 on the attached Cover Pages.

(c) Number of shares as to which such persons have:

(i) Sole power to vote or to direct the vote:

See the responses to Item 5 on the attached Cover Pages.

(ii) Shared power to vote or to direct the vote:

See the responses to Item 6 on the attached Cover Pages.

(iii) Sole power to dispose or to direct the disposition of:

See the responses to Item 7 on the attached Cover Pages.

(iv) Shared power to dispose or to direct the disposition of:

See the responses to Item 8 on the attached Cover Pages.

SCHEDULE 13G/A

CUSIP No. 631103108

Page 8 of 8

SIGNATURES

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.

Dated: February 14, 2005

H&F Investors IV, LLC

By: /s/ Georgia Lee

Name: Georgia Lee

Title: Vice President