

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)

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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	
NUMBER OF	5 SOLE VOTING POWER 0	
SHARES	6 SHARED VOTING POWER 10,080,323	
BENEFICIALLY		
OWNED	7 SOLE DISPOSITIVE POWER 0	
BY EACH		
REPORTING	8 SHARED DISPOSITIVE POWER 10,080,323	
PERSON WITH		
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	

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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		

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

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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) [ ]

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

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12 TYPE OF REPORTING PERSON (See Instructions)  
PN

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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		

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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	

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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.

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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  
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Name: Georgia Lee

Title: Vice President