Intercontinental Exchange, Inc.

Form 4 June 18, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

Symbol

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Intercontinental Exchange, Inc. [ICE]

1(b).

(Print or Type Responses)

Sprecher Jeffrey C

1. Name and Address of Reporting Person *

(Last)	(First)	(Middle)	2 Data	of Fouliant	Tuomanation			(CHECK	ан аррисавіе,		
(Last) (First) (Middle)			3. Date of Earliest Transaction					v 5' .	100	0	
5660 NEW NORTHSIDE DRIVE			(Month/Day/Year) 06/16/2015					_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chief Executive Officer			
F				Filed(Month/Day/Year) Ap				Individual or Joint/Group Filing(Check pplicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting			
ATLANTA, GA 30328				Pe				erson			
(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								y Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. Transacti Code (Instr. 8)	orDisposed (Instr. 3, 4	of (D))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	06/16/2015			M	8,802 (1)	A	\$ 104.23	293,621	D		
Common Stock	06/16/2015			S	8,802 (1)	D	\$ 234.9016	284,819	D		
Common Stock	06/16/2015			M	636 (1)	A	\$ 112.15	285,455	D		
Common Stock	06/16/2015			M	108 (1)	A	\$ 129.36	285,563 <u>(2)</u> <u>(3)</u>	D		
Common Stock	06/16/2015			S	30,000 (1)	D	\$ 234.8961	833,341 (4)	I	CPEX	

Edgar Filing: Intercontinental Exchange, Inc. - Form 4

Common Stock	06/16/2015	M	663 (1)	A	\$ 104.23	24,901	I	By spouse
Common Stock	06/16/2015	S	1,663 (1)	D	\$ 234.9598	23,238 (5) (6)	I	By spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy) Holding	\$ 104.23	06/16/2015		M	8,802	<u>(7)</u>	12/22/2016	Common Stock	8,802	
Employee Stock Option (right to buy) Holding	\$ 112.15	06/16/2015		M	636	<u>(7)</u>	01/17/2022	Common Stock	636	
Employee Stock Option (right to buy) Holding	\$ 129.36	06/16/2015		M	108	<u>(7)</u>	01/11/2023	Common Stock	108	
Employee Stock Option (right to	\$ 104.23	06/16/2015		M	663	<u>(7)</u>	12/22/2016	Common Stock	663	

buy) Holding

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sprecher Jeffrey C

5660 NEW NORTHSIDE DRIVE X Chief Executive Officer

ATLANTA, GA 30328

Signatures

/s/ Andrew J. Surdykowski, Attorney-in-fact

06/18/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported in this Form 4 were effected pursuant to a previously announced, pre-arranged trading plan established in accordance with Rule 10b5-1 of the Securities Act of 1934, as amended.
- The common stock number referred in Table I is an aggregate number and represents 261,906 shares of common stock and 23,657 unvested performance based restricted stock units, for which the performance period has been satisfied. These performance based restricted stock units vest over a three year period, in which 33.33% of the performance based restricted stock units vest each year. The satisfaction of the performance target for the 2015 performance based restricted stock units and the one-time NYSE merger-related performance based restricted stock units, and the corresponding number of shares of common stock to be issued pursuant to these awards, will not be determined until February 2016 and February 2017, respectively, and will be reported at those times.
- As previously reported, the reporting person also indirectly owns 833,341 shares that are beneficially owned directly by CPEX. The reporting person beneficially owns 100% of the equity interest in CPEX. Additionally, as previously reported, the reporting person indirectly owns shares that are beneficially owned directly by the reporting person's spouse for which the reporting person disclaims beneficial ownership.
- These shares are beneficially owned directly by Continental Power Exchange, Inc. ("CPEX"). Mr. Sprecher beneficially owns 100% of the equity interest in CPEX directly. Additionally, as previously reported, the reporting person also owns shares directly and indirectly owns shares that are beneficially owned directly by the reporting person's spouse for which the reporting person disclaims beneficial ownership.
- As previously reported, the reporting person also indirectly owns 833,341 shares that are beneficially owned directly by CPEX. The reporting person beneficially owns 100% of the equity interest in CPEX. Additionally, as previously reported, the reporting person also beneficially owns shares directly.
 - The common stock number referred in Table I is an aggregate number and represents 20,607 shares of common stock and 2,631 unvested performance based restricted stock units, for which the performance period has been satisfied. These performance based restricted stock units vest over a three year period, in which 33.33% of the performance based restricted stock units vest each year. The satisfaction of the
- performance target for the 2015 performance based restricted stock units and the one-time NYSE merger-related performance based restricted stock units, and the corresponding number of shares of common stock to be issued pursuant to these awards, will not be determined until February 2016 and February 2017, respectively, and will be reported at those times.
- (7) These options are fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3