

Intercontinental Exchange, Inc.
 Form 4
 February 17, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Sprecher Jeffrey C

(Last) (First) (Middle)
 5660 NEW NORTHSIDE DRIVE
 (Street)

ATLANTA, GA 30328

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Intercontinental Exchange, Inc. [ICE]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/15/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 | 02/15/2017 | | A | (A) or (D) V Amount Price | 262,710 (1) \$ 0 | D | |
| Common Stock | 02/15/2017 | | F | (A) or (D) V Amount Price | 128,016 (2) \$ 59.01 | D | |
| Common Stock | 02/16/2017 | | A | (A) or (D) V Amount Price | 117,041 (3) \$ 0 | D | |
| Common Stock | 02/16/2017 | | F | (A) or (D) V Amount Price | 19,002 (2) \$ 58.65 | D | |
| Common Stock | 02/15/2017 | | A | (A) or (D) V Amount Price | 21,015 (6) \$ 0 | I | By spouse |

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| | | | | | | | | |
|--------------|------------|---|-----------------------|---|----------|------------------------|---|-----------|
| Common Stock | 02/15/2017 | F | 8,961 ⁽²⁾ | D | \$ 59.01 | 128,234 | I | By spouse |
| Common Stock | 02/16/2017 | A | 12,538 ⁽⁷⁾ | A | \$ 0 | 140,772 | I | By spouse |
| Common Stock | 02/16/2017 | F | 2,029 ⁽²⁾ | D | \$ 58.65 | 138,743 ⁽⁸⁾ | I | By spouse |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sprecher Jeffrey C 5660 NEW NORTHSIDE DRIVE ATLANTA, GA 30328 | X | | Chief Executive Officer | |

Signatures

/s/Andrew J. Surdykowski,
Attorney-in-fact
02/17/2017

**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).

- Represents shares of the one-time NYSE merger-related performance based restricted stock units granted to the filing person on November 13, 2013. The vesting of the shares of the one-time NYSE merger-related performance based restricted stock units was conditioned upon the achievement of a minimum level of cumulative consolidated earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance over the three year performance period versus pre-established targets. The restricted stock units vested in full on February 15, 2017. Of the 262,710 shares, 128,016 shares were withheld to satisfy payment of the Issuer's tax withholding obligation.
- (1) Represents shares of common stock underlying vested restricted stock units that are being withheld to satisfy payment of the Issuer's tax withholding obligation.
- Represents shares of performance based restricted stock units granted to the filing person on January 14, 2016. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2016 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vest over three years (1/3 on February 16, 2017, 1/3 on February 16, 2018 and 1/3 on February 16, 2019). Of the 117,041 shares, 39,013 shares were issued on February 17, 2016, of which 19,002 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 78,028 shares are scheduled to be issued on the two remaining vesting dates and taxes for these future issuances will be withheld and reported at the time the shares are issued.
- (3) The common stock number referred in Table I is an aggregate number and represents 1,515,810 shares of common stock and 242,773 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 units vest each year. The satisfaction of the 2017 performance based restricted units tied to earnings before interest, taxes, depreciation, and amortization, ("EBITDA") and the corresponding number of shares to be issued pursuant to these awards, will not be determined until February 2018 and will be reported at the time of vesting. The satisfaction of the 2017 total shareholder return performance based restricted stock units and the corresponding number of shares to be issued pursuant to these awards, will not be determined until February 2020 and will be reported at the time of vesting.
- As previously reported, the reporting person also indirectly owns 3,791,705 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.
- (5) Represents shares of the one-time NYSE merger-related performance based restricted stock units granted to the filing person on November 13, 2013. The vesting of the shares of the one-time NYSE merger-related performance based restricted stock units was conditioned upon the achievement of a minimum level of cumulative consolidated earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance over the three year performance period versus pre-established targets. The restricted stock units vested in full on February 15, 2017. Of the 21,015 shares, 8,961 shares were withheld to satisfy payment of the Issuer's tax withholding obligation.
- (6) Represents shares of performance based restricted stock units granted to the filing person on January 14, 2016. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2016 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vest over three years (1/3 on February 16, 2017, 1/3 on February 16, 2018 and 1/3 on February 16, 2019). Of the 12,538 shares, 4,179 shares were issued on February 17, 2016, of which 2,029 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 8,359 shares are scheduled to be issued on the two remaining vesting dates and taxes for these future issuances will be withheld and reported at the time the shares are issued.
- (7) The common stock number referred in Table I is an aggregate number and represents 112,739 shares of common stock and 26,004 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 units vest each year. The satisfaction of the 2017 performance based restricted units tied to earnings before interest, taxes, depreciation, and amortization, ("EBITDA") and the corresponding number of shares to be issued pursuant to these awards, will not be determined until February 2018 and will be reported at the time of vesting. The satisfaction of the 2017 total shareholder return performance based restricted stock units and the corresponding number of shares to be issued pursuant to these awards, will not be determined until February 2020 and will be reported at the time of vesting.
- (8) As previously reported, the reporting person also indirectly owns 3,791,705 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.
- (9)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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