Intercontinental Exchange, Inc.

Form 4

February 17, 2017

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations

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

Estimated average burden hours per response... 0.5

5 Relationship of Reporting Person(s) to

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

2 Jaguar Nama and Tiakar or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Vice Charles A			2. Issue Symbol	2. Issuer Name and Ticker or Trading Symbol				Issuer			
			Interco	ntinental I	Exchange	, Inc.	[ICE]	(Chec	k all applicable)	
(Last)	(First) (Middle) 3. Date of Earliest Transaction										
			(Month/I	(Month/Day/Year)				Director 10% Owner			
5660 NEW NORTHSIDE DRIVE			02/15/2	02/15/2017				X Officer (give title Other (specify below)			
								below) President	&Chief Op. Of	ficer	
	(Street)		4 TC 4	1					•		
		4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check					
	Filed(Mo	nth/Day/Year	:)			Applicable Line) _X_ Form filed by One Reporting Person					
ATLANTA	GA 30328								fore than One Re		
AILANIA	, UA 30326							Person			
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of	2. Transaction Date 2A. D		Deemed				quired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Yea		cution Date, if					Securities	Ownership	Indirect	
(Instr. 3)	any (Month/Day/Year)			Code (Instr. 3, 4 and 5) (ar) (Instr. 8)				Beneficially Owned	Form: Direct (D) or	Beneficial Ownership	
		(1410	nar Bayr i car)	(msu. o)				Following	(Instr. 4)		
					(4)		Reported				
						(A) or		Transaction(s)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	02/15/2017			A	68,958	Α	\$ 0	368,873	D		
Stock	02/13/2017			7.1	<u>(1)</u>	11	ΨΟ	300,073	D		
Common	00454045			_	33,222	_	\$	227.571	_		
Stock	02/15/2017			F	(2)	D	59.01	335,651	D		
C					75 240						
Common	02/16/2017			A	75,240 ₍₃₎	A	\$ 0	410,891	D		
Stock					(3)						
Common	02/16/2017			F	12,081	D	\$	398,810 ⁽⁴⁾	D		
Stock	02/10/2017			1	(2)	ט	58.65	570,010 <u>~ /</u>	D		

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

Edgar Filing: Intercontinental Exchange, Inc. - Form 4

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)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ.			
									mount		
						Date	Expiration Date	Or T:41- N			
						Exercisable		Title Number			
				C 1 W	(A) (D)			of			
				Code V	(A) (D)			Si	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Vice Charles A

5660 NEW NORTHSIDE DRIVE ATLANTA, GA 30328

President&Chief Op. 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

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 68,958 shares, 33,222 shares were withheld to satisfy payment of the Issuer's tax withholding obligation.

November 13, 2013. The vesting of the shares of the one-time NYSE merger-related performance based restricted stock units was

- Represents shares of common stock underlying vested restricted stock units that are being withheld to satisfy payment of the Issuer's tax withholding obligation.
- (3) 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,

Reporting Owners 2

Edgar Filing: Intercontinental Exchange, Inc. - Form 4

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 75,240 shares, 25,080 shares were issued on February 17, 2016, of which 12,081 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 50,160 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.

The common stock number referred in Table I is an aggregate number and represents 242,740 shares of common stock and 156,070 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

(4) 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.

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.