

Intercontinental Exchange, Inc.

Form 4

February 26, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(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)

02/24/2016

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	02/24/2016		M	Amount (1) 4,674 A \$ 189.43	318,392	D	
Common Stock	02/24/2016		M	Amount (1) 2,238 A \$ 80.17	320,630	D	
Common Stock	02/24/2016		G	Amount (1) (2) 1,000 D \$ 0	319,630	D	
Common Stock	02/24/2016		S	Amount (1) 6,912 D \$ 242.0978	312,718 (3) (4)	D	
Common Stock	02/24/2016		S	Amount (1) 15,000 D \$ 242.1011	788,341 (5)	I	CPEX

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Common Stock	02/24/2016	M	<u>1,687</u> (1)	A	\$ 104.23	27,106	I	By spouse
Common Stock	02/24/2016	M	527 (1)	A	\$ 189.43	27,633	I	By spouse
Common Stock	02/24/2016	M	124 (1)	A	\$ 112.15	27,757	I	By spouse
Common Stock	02/24/2016	M	588 (1)	A	\$ 129.36	28,345	I	By spouse
Common Stock	02/24/2016	S	<u>2,687</u> (1)	D	\$ 242.0799	25,658 (6) (7)	I	By spouse

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

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(9-02)

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. Amount or Number of Shares
Employee Stock Option (right to buy) Holding	\$ 189.43	02/24/2016		M	4,674	(8) 12/28/2017	Common Stock	4,674
Employee Stock Option (right to buy) Holding	\$ 189.43	02/24/2016		M	527	(8) 12/28/2017	Common Stock	527
Employee Stock Option	\$ 80.17	02/24/2016		M	2,238	(8) 12/16/2018	Common Stock	2,238

(right to
buy)
Holding

Employee
Stock

Option (right to buy) Holding	\$ 112.15	02/24/2016	M	124	<u>(8)</u>	01/17/2022	Common Stock	124
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Employee
Stock

Option (right to buy) Holding	\$ 129.36	02/24/2016	M	588	<u>(8)</u>	01/11/2023	Common Stock	588
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Employee
Stock

Option (right to buy) Holding	\$ 104.23	02/24/2016	M	1,687	<u>(8)</u>	12/22/2016	Common Stock	1,687
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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

02/26/2016

__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.
- (2) This transaction involved a gift of 1,000 shares of the issuer's Common stock by the reporting person to a philanthropic organization.
- The common stock number referred in Table I is an aggregate number and represents 271,674 shares of common stock and 41,044 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.
- (3) The satisfaction of the performance target for the 2016 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 2017 and will be reported at the time of vesting.

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- (4) As previously reported, the reporting person also indirectly owns 788,341 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.

- (5) 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.

- (6) The common stock number referred in Table I is an aggregate number and represents 21,261 shares of common stock and 4,397 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 2016 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 2017 and will be reported at the time of vesting.

- (7) As previously reported, the reporting person also indirectly owns 788,341 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.

- (8) 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.

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