

Intercontinental Exchange, Inc.  
Form 4  
March 02, 2016

**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)  
02/29/2016

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 Ownership (Instr. 4)
Common Stock	02/29/2016		F	(A) or (D) Amount: 3,948 Price: \$ 238.46	308,770 <sup>(2)</sup> <sub>(3)</sub>	D	
Common Stock	02/29/2016		F	(A) or (D) Amount: 422 <sup>(4)</sup> Price: \$ 238.46	25,236 <sup>(5)</sup> <sup>(6)</sup>	I	By spouse

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

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- Represents shares of performance based restricted stock units granted to the filing person on February 27, 2014. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2014 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vest over three years
- (4) (1/3 on February 27, 2015, 1/3 on February 27, 2016 and 1/3 on February 27, 2017). Of the 2,601 shares, 868 shares were issued on February 29, 2016, of which 422 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 867 shares are scheduled to be issued on the remaining vesting date and taxes for this future issuance 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 21,707 shares of common stock and 3,529 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
- (5) 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.

- As previously reported, the reporting person also indirectly owns 788,341 shares that are beneficially owned directly by CPEX. The
- (6) reporting person beneficially owns 100% of the equity interest in CPEX. Additionally, as previously reported, the reporting person also beneficially owns shares directly.

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