

IntercontinentalExchange Group, Inc.  
 Form 4  
 November 14, 2013

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Niederauer Duncan L

2. Issuer Name and Ticker or Trading Symbol  
 IntercontinentalExchange Group, Inc.  
 [ICE]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 2100 RIVEREDGE  
 PARKWAY, SUITE 500  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/13/2013

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President&CEO of NYSE Euronext

ATLANTA, GA 30328

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

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

(City) (State) (Zip)

**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 Ownership (Instr. 4) |                       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------------------|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)                        | Price (1) (2) (3) (4) |
| Common Stock                    | 11/13/2013                           |  | A                              |   | 202,167   | A  |                                   | 202,167               |

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

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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 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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| Niederauer Duncan L<br>2100 RIVEREDGE PARKWAY<br>SUITE 500<br>ATLANTA, GA 30328 |               |           | President & CEO of NYSE Euronext |       |

## Signatures

/s/ Andrew J. Surdykowski, 11/14/2013  
Attorney-in-fact

\_\_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).
- As of the effective time (the "Effective Time") of the transactions contemplated by the Amended and Restated Agreement and Plan of Merger by and among IntercontinentalExchange, Inc., IntercontinentalExchange Group, Inc. ("ICE Group"), NYSE Euronext, Braves Merger Sub, Inc., and NYSE Euronext Holdings LLC (formerly known as Baseball Merger Sub, LLC) (the "Merger Agreement"), each
- (1) share of common stock of NYSE Euronext and each restricted stock unit of NYSE Euronext held by the reporting person was converted, respectively, into the right to receive a combination of shares of common stock of ICE Group and cash and an award of a substantially equivalent restricted stock unit denominated in common stock of ICE Group, as adjusted by the equity exchange factor of 0.2275, pursuant to the terms of the Merger Agreement. This footnote is continued onto footnote 2.
  - (2) The common stock referred in Table I is an aggregate number and represents 58,873 shares of common stock of ICE Group and 143,294 restricted stock units of ICE Group held by the reporting person immediately following the Effective Time.
  - (3) 5,334 of the restricted stock units vest and are settled on February 8, 2014, subject to the terms of NYSE Euronext's Omnibus Incentive Plan and the applicable award agreement issued thereunder; 14,411 of the restricted stock units vest and are settled in equal installments on each of February 11, 2014 and 2015, subject to the terms of NYSE Euronext's Omnibus Incentive Plan and the applicable award agreement issued thereunder; 10,819 of the restricted stock units vest and are settled in three equal installments on each of February 6, 2014, 2015 and 2016, subject to the terms of NYSE Euronext's Omnibus Incentive Plan and the applicable award agreement issued thereunder; 15,499 of the restricted stock units vest and are settled on February 8, 2014, subject to the reporting person's continued

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employment with the Issuer; (This footnote is continued onto footnote 4).

- (4) 23,583 of the restricted stock units vest and are settled on February 11, 2015, subject to the reporting person's continued employment with the Issuer; 9,688 of the restricted stock units vest and are settled on February 6, 2016, subject to the terms of NYSE Euronext's Omnibus Incentive Plan and the applicable award agreement issued thereunder, and 63,960 of the restricted stock units vested as of the Effective Time.

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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