

IntercontinentalExchange Group, Inc.  
 Form 3  
 March 04, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                |  |
| Swann Paul                                |         | (Month/Day/Year)                     | IntercontinentalExchange Group, Inc. [ICE]                                 |  |
| (Last)                                    | (First) | (Middle)                             | 02/27/2014   |  |
| 2100 RIVEREDGE PARKWAY, SUITE 500         |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| ATLANTA, GA 30328                         |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | Pres&Mang Dir, ICE Clear Euro  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 7,375 <sup>(1)</sup>                                  | D  | ^   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|  | Date Exercisable | Expiration Date | Amount or Number of Shares   | or Indirect (I) (Instr. 5) |
|--|------------------|-----------------|------------------------------|----------------------------|
| Employee Stock Option (right to buy) Holding | Â (2)            | 12/10/2019      | Common Stock 4,931 \$ 106    | D Â                        |
| Employee Stock Option (right to buy) Holding | Â (2)            | 12/16/2018      | Common Stock 4,097 \$ 80.17  | D Â                        |
| Employee Stock Option (right to buy) Holding | Â (2)            | 12/28/2017      | Common Stock 1,110 \$ 189.43 | D Â                        |
| Employee Stock Option (right to buy) Holding | Â (2)            | 07/09/2017      | Common Stock 2,389 \$ 156.78 | D Â                        |
| Employee Stock Option (right to buy) Holding | Â (3)            | 01/17/2024      | Common Stock 5,527 \$ 206.87 | D Â                        |
| Employee Stock Option (right to buy) Holding | Â (4)            | 01/11/2023      | Common Stock 6,508 \$ 129.36 | D Â                        |
| Employee Stock Option (right to buy) Holding | Â (2)            | 01/11/2021      | Common Stock 4,059 \$ 112.48 | D Â                        |
| Employee Stock Option (right to buy) Holding | Â (5)            | 01/17/2022      | Common Stock 3,460 \$ 112.15 | D Â                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                 |       |
|--|---------------|-----------|---------------------------------|-------|
|  | Director      | 10% Owner | Officer                         | Other |
| Swann Paul<br>2100 RIVEREDGE PARKWAY<br>SUITE 500<br>ATLANTA, GA 30328 | Â             | Â         | Â Pres&Mang Dir, ICE Clear Euro | Â     |

## Signatures

/s/ Andrew J. Surdykowski,  
Attorney-in-fact

03/04/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- The common stock number referred to in Table I is an aggregate number and represents 2,225 shares of common stock and 5,150 unvested performance based restricted stock units, for which the performance period has been satisfied. The 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 on the anniversary of the respective grant dates.
- (1) These options are fully vested.
  - (2) 33.33% of the options vest on January 17, 2015, the first anniversary date of grant, and the remaining 66.67% of the options vest in equal monthly installments between February 17, 2015 and January 17, 2017.
  - (3)
  - (4)

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33.33% of the options vest on January 11, 2014, the first anniversary date of grant, and the remaining 66.67% of the options either have vested or will vest in equal monthly installments between February 11, 2014 and January 11, 2016.

- (5) 33.33% of the options vested on January 17, 2013, the first anniversary date of grant, and the remaining 66.67% of the options either have vested or will vest in equal monthly installments between February 17, 2013 and January 17, 2015.

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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