### Edgar Filing: Intercontinental Exchange, Inc. - Form 4

Intercontinental Exchange, Inc. Form 4 January 06, 2015

January 06, 2	2015										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
if no long subject to Section 1 Form 4 c	nger to 16. STATEMENT OF CHANGES IN BENEFICIAL SECURITIES						AL OWI	NERSHIP OF	Expires: Estimated a burden hour response		
may con	Form 5 obligations may continue. See Instruction 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 A Swann Paul	2. Issuer Name <b>and</b> Ticker or Trading Symbol Intercontinental Exchange, Inc. [ICE]					5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (N	(liddle)	3. Date of Earliest Transaction					(Check	eck all applicable)		
5660 NEW NORTHSIDE DRIVE			(Month/Day/Year) 01/02/2015					Director 10% Owner X Officer (give title Other (specify below) below) Pres&Mang Dir, ICE Clear Euro			
				ndment, Da nth/Day/Year	-	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ATLANTA, GA 30328								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Secu	rities Acq	uired, Disposed of,	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	01/02/2015			F	694 <u>(1)</u>	D	\$ 217.64	5,803 (2)	D		
Common Stock	01/02/2015			F	816 <u>(3)</u>	D	\$ 217.64	4,987 <u>(2)</u> <u>(4)</u>	D		

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

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.

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 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. Transactic Code (Instr. 8)	of		ate	e and 7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
I S S S S S S S S S S S S S S S S S S S	Director	10% Owner	Officer	Other			
Swann Paul 5660 NEW NORTHSIDE DRIVE ATLANTA, GA 30328			Pres&Mang Dir, ICE Clear Euro				
Signatures							
/s/ Andrew J. Surdykowski, Attorney-in-fact		01/06/2	2015				
**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 common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax withholding obligation upon the vesting of the performance based restricted stock units. The shares of performance based restricted stock units were granted to the filing person on January 17, 2012. The vesting of the shares of performance based restricted stock units was

(1) units were granted to the fining person on January 17, 2012. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2012 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vested over a three year period from 2013-2015. The third and final traunche of shares for this award has been issued.

(2) The amount of securities beneficially owned was over reported by 878 shares in the reporting persons original filing on Form 3 on
 (2) February 27, 2014. The number reported in the Form 3 did not reflect a reduction in the number of shares underlying a performance based restricted stock unit award due to the Issuer's performance below the target level in 2013. This filing reflects the correct number of unvested performance based restricted stock units.

Represents shares of common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax withholding obligation upon the vesting of the performance based restricted stock units. The shares of performance based restricted stock units were granted to the filing person on January 11, 2013. The vesting of the shares of performance based restricted stock units was

(3) conditioned upon the achievement of certain 2013 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vested over a three year period from 2014-2016. The remaining 1,494 shares are scheduled to be issued on January 2, 2016 and taxes for this future issuance will be withheld at the time shares are issued.

### **Reporting Owners**

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The common stock number referred to in Table I is an aggregate number and represents 3,493 shares of common stock and 1,494 unvested performance based restricted stock units, for which the performance period has been satisfied. The performance based restricted

(4) 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 2014 performance based restricted stock units and the corresponding number of shares of common stock to be issued pursuant to that award will not be determined until February 2015 and will be reported at that time.

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.