INTERCONTINENTALEXCHANGE INC
Form DEFA14A
March 28, 2013

# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**WASHINGTON, D.C. 20549**

# SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of**

**the Securities Exchange Act of 1934**

Filed by the Registrant x

Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement
¨ Definitive Proxy Statement
x Definitive Additional Materials
¨ Soliciting Material Pursuant to §240.14a-12

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

# INTERCONTINENTALEXCHANGE, INC.

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**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 control number.**

# *** Exercise Your *Right* to Vote ***

**Important Notice Regarding the Availability of Proxy Materials for the**

**Shareholder Meeting to Be Held on May 17, 2013.**

**INTERCONTINENTALEXCHANGE, INC.**

**Meeting Information**

**Meeting Type:** Annual
**For holders as of:** March 19, 2013

**Date:** May 17, 2013 **Time:** 8:30 a.m., local time

**Location:** St. Regis Atlanta
Eighty-Eight West Paces Ferry Road
Atlanta, GA 30305

*INTERCONTINENTALEXCHANGE, INC.*

*2100 RIVEREDGE PARKWAY*

*SUITE 500*

*ATLANTA, GA 30328*

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at *www.proxyvote.com* or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

# Before You Vote

How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**
NOTICE AND PROXY STATEMENT ANNUAL REPORT WITH 10-K WRAP

**How to View Online:**

Have the information that is printed in the box marked by the arrow è (located on the following page) and visit: *www.proxyvote.com.*

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) *BY INTERNET*: www.proxyvote.com

2) *BY TELEPHONE*: 1-800-579-1639

3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow è (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 5, 2013 to facilitate timely delivery.

# How To Vote

Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to *www.proxyvote.com.* Have the information that is printed in the box marked by the arrow è (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Voting Items**

**The Board of Directors recommends you vote FOR Proposals 1, 2, 3, 4 and 5.**

1. Election of Directors

**Nominees:**

*To be elected for terms expiring in 2014:*

1a. Charles R. Crisp

1b. Jean-Marc Forneri

1c. Senator Judd A. Gregg

1d. Fred W. Hatfield

1e. Terrence F. Martell

1f. Sir Callum McCarthy

1g. Sir Robert Reid

1h. Frederic V. Salerno

1i. Jeffrey C. Sprecher

1j. Judith A. Sprieser

1k. Vincent Tese

2. To approve, by non-binding vote, the advisory resolution on executive compensation for named executive officers.

3. To approve, by non-binding vote, the 2013 Omnibus Employee Incentive Plan.

4. To approve, by non-binding vote, the 2013 Omnibus Non-Employee Director Incentive Plan.

5. Ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013.

Note: In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.