Intercontinental Exchange, Inc.

Form 4

February 17, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

Expires: January 31, 2005

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

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Form 5 obligations may continue.

02/16/2017

Stock

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

See Instruction 30(h) of the Investment Company

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Mathison Dean S | | | 2. Issuer Name and Ticker or Trading Symbol | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|---|-------------------|--------------------------------|--|---------------------------------------|------------------|--|--------------|--|------------------------|--------------|--|--|
| | | | Intercon | Intercontinental Exchange, Inc. [ICE] | | | | | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | | (Check all applicable) | | | | |
| | | | (Month/D | (Month/Day/Year) | | | | | Director 10% Owner | | | |
| 5660 NEW NORTHSIDE DRIVE | | | 02/16/20 | 02/16/2017 | | | | X Officer (give title Other (specify below) | | | | |
| | | | | | | Chief Accounting Officer | | | | | | |
| | 4. If Ame | 4. If Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | | | | |
| | Filed(Mon | Filed(Month/Day/Year) | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | |
| A COLL A NICO A | | | | | | | | | | | | |
| ATLANTA, GA 30328 | | | | | | | | | | | | |
| (City) | (State) | (Zip) | Tabl | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed o | f, or Beneficiall | ly Owned | | |
| 1.Title of | 2. Transaction Da | te 2A. Dee | emed | 3. | 4. Securi | ties A | cquired | 5. Amount of | 6. Ownership | 7. Nature of | | |
| · · · · · · · · · · · · · · · · · · · | | on Date, if | * | | | | Securities | Form: Direct | | | | |
| (Instr. 3) any | | | (Day/Vaan) | Code (Instr. 3, 4 and 5) | | | | Beneficially Owned | (D) or | Beneficial | | |
| | | (Monu) | 'Day/Year) | y/Year) (Instr. 8) | | Owned | Indirect (I) | Ownership | | | | |
| | | | | | | | | Following | (Instr. 4) | (Instr. 4) | | |
| | | | | | | (4) | | Following Reported | (Instr. 4) | (Instr. 4) | | |
| | | | | | | (A) | | Reported Transaction(s) | (Instr. 4) | (Instr. 4) | | |
| | | | | Code V | Amount | (A) or (D) | Price | Reported | (Instr. 4) | (Instr. 4) | | |
| Common Stock | 02/16/2017 | | | Code V | Amount 5,011 (1) | or | Price \$ 0 | Reported Transaction(s) | (Instr. 4) | (Instr. 4) | | |

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

F

557 (2) D

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SEC 1474

(9-02)

19,218 (3)

D

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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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------------|------------|---------------------|-----------------|------------------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date Exercisable | Expiration Date | or Title Numb | | | |
| | | | | | | | | | | | |
| | | | | C 1 W | (A) (D) | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Mathison Dean S

5660 NEW NORTHSIDE DRIVE **Chief Accounting Officer**

ATLANTA, GA 30328

Signatures

/s/Andrew J. Surdykowski, 02/17/2017 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).

Represents shares of performance based restricted stock units granted to the filing person on January 14, 2016. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2016 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vest over three years

- (1) (1/3 on February 16, 2017, 1/3 on February 16, 2018 and 1/3 on February 16, 2019). Of the 5,011 shares, 1,670 shares were issued on February 17, 2016, of which 557 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 3,341 shares are scheduled to be issued on the two remaining vesting dates and taxes for these future issuances will be withheld and reported at the time the shares are issued.
- Represents shares of common stock underlying vested restricted stock units that are being withheld to satisfy payment of the Issuer's tax withholding obligation.

The common stock number referred in Table I is an aggregate number and represents 6,727 shares of common stock, 3,060 unvested restricted stock units and 9,431 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 units vest each year. The satisfaction of the 2017 performance based restricted units tied to earnings before interest, taxes, depreciation, and amortization, ("EBITDA") and the corresponding number of shares to be issued pursuant to these awards, will not be determined until February 2018 and will be reported at the time of vesting. The satisfaction of the 2017 total shareholder return performance based restricted stock units and the corresponding number of shares to be issued pursuant to these awards, will not be determined until February 2020 and will be reported at the time of vesting.

Reporting Owners 2

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