

Sprecher Jeffrey C
Form 4
May 25, 2018

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 *
Sprecher Jeffrey C

(Last) (First) (Middle)

5660 NEW NORTHSIDE DRIVE

(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Intercontinental Exchange, Inc. [ICE]

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

05/23/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------------------------|---|-----------|
| | | | Code | V | Amount or Price | | | | | |
| Common Stock | 05/23/2018 | | M | | 86,000 ⁽¹⁾ | A | \$ 21.2 | 1,598,138 | D | |
| Common Stock | 05/23/2018 | | M | | 4,430 ⁽¹⁾ | A | \$ 25.87 | 1,602,568 | D | |
| Common Stock | 05/23/2018 | | S | | 122,989 ⁽¹⁾ | D | \$ 70.9483 ⁽²⁾ | 1,479,579 ⁽³⁾ | D | |
| Common Stock | 05/23/2018 | | M | | 8,375 ⁽¹⁾ | A | \$ 22.43 | 123,099 | I | By spouse |
| Common Stock | 05/23/2018 | | S | | 12,269 ⁽¹⁾ | D | \$ 70.9501 ⁽⁷⁾ | 110,830 ⁽⁶⁾ | I | By spouse |

(5)

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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(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) Holding | \$ 21.2 | 05/23/2018 | | M | 86,000 | <u>(8)</u> 12/10/2019 | Common Stock | 86,000 | |
| Employee Stock Option (right to buy) Holding | \$ 25.87 | 05/23/2018 | | M | 4,430 | <u>(8)</u> 01/11/2023 | Common Stock | 4,430 | |
| Employee Stock Option (right to buy) Holding | \$ 22.43 | 05/23/2018 | | M | 8,375 | <u>(8)</u> 01/17/2022 | Common Stock | 8,375 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sprecher Jeffrey C 5660 NEW NORTHSIDE DRIVE | X | | Chief Executive Officer | |

ATLANTA, GA 30328

Signatures

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

05/25/2018

__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).

(1) The transactions reported in this Form 4 were effected pursuant to a previously announced, pre-arranged trading plan established in accordance with Rule 10b5-1 of the Securities Act of 1934, as amended.

(2) The price range for the aggregate amount sold by the direct holder is \$70.49 - \$71.47. The Issuer will upon request by the Staff of the U.S. Securities and Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.

(3) The common stock number referred in Table I is an aggregate number and represents 1,365,535 shares of common stock and 114,044 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 2018 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 2019 and will be reported at the time of vesting. The satisfaction of the 2017 and 2018 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 February 2021, respectively, and will be reported at the time of vesting.

(4) As previously reported, the reporting person also indirectly owns 3,791,705 shares that are beneficially owned directly by CPEX. The reporting person beneficially owns 100% of the equity interest in CPEX. Additionally, as previously reported, the reporting person indirectly owns shares that are beneficially owned directly by the reporting person's spouse for which the reporting person disclaims beneficial ownership.

(5) The price range for the aggregate amount sold by the direct holder is \$70.52 - \$71.44. The Issuer will upon request by the Staff of the U.S. Securities and Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.

(6) The common stock number referred in Table I is an aggregate number and represents 99,670 shares of common stock and 11,160 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 2018 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 2019 and will be reported at the time of vesting. The satisfaction of the 2017 and 2018 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 February 2021, respectively, and will be reported at the time of vesting.

(7) As previously reported, the reporting person also indirectly owns 3,791,705 shares that are beneficially owned directly by CPEX. The reporting person beneficially owns 100% of the equity interest in CPEX. Additionally, as previously reported, the reporting person also beneficially owns shares directly.

(8) These options are fully vested.

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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