

Sprecher Jeffrey C
 Form 4
 February 22, 2019

FORM 4

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

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol
 Intercontinental Exchange, Inc. [ICE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

5660 NEW NORTHSIDE DRIVE

02/20/2019

Chief Executive Officer

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ATLANTA, GA 30328

(City) (State) (Zip)

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 (A) or (D) Price		
Common Stock	02/20/2019		F		17,197 (1) \$ 74.48	D	
Common Stock	02/21/2019		S		10,563 (2) \$ 74.8875 (3)	D	
Common Stock	02/20/2019		F		1,205 (6) \$ 74.48	I	By spouse
Common Stock	02/21/2019		S		2,897 (7) \$ 74.8857 (8)	I	By spouse
					1,516,772		
					1,506,209 (4) (5)		
					116,274		
					113,377 (9) (10)		

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- (3) The price range for the aggregate amount sold by the direct holder is \$74.57 - \$75.17. 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.

- (4) The common stock number referred in Table I is an aggregate number and represents 1,396,615 shares of common stock and 109,594 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 2019 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 2020 and will be reported at the time of vesting. The satisfaction of the 2017, 2018 and 2019 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, February 2021 and February 2022, respectively, and will be reported at the time of vesting.

- (5) As previously reported, the reporting person also indirectly owns 3,691,705 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.

- (6) Represents shares of performance based restricted stock units granted to the filing person on January 18, 2017. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2017 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vest over three years (1/3 on February 20, 2018, 1/3 on February 20, 2019 and 1/3 on February 20, 2020). Of the 6,980 shares remaining, 3,490 shares were issued on February 20, 2019, of which 1,205 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 3,490 shares are scheduled to be issued on February 20, 2020 and taxes for this future issuance will be withheld and reported at the time the shares are issued.

- (7) 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.

- (8) The price range for the aggregate amount sold by the direct holder is \$74.68 - \$75.15. 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.

- (9) The common stock number referred in Table I is an aggregate number and represents 102,154 shares of common stock and 7,733 unvested restricted stock units ("RSUs"), and 3,490 unvested performance based restricted stock units ("PSU's"), for which the performance period has been satisfied. The RSUs and PSUs 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.

- (10) As previously reported, the reporting person also indirectly owns 3,691,705 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.

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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