

Namkung James W
 Form 4
 March 05, 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 *
 Namkung James W

(Last) (First) (Middle)
 5660 NEW NORTHSIDE DRIVE,
 NW
 (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)
 01/14/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/14/2019		F		147 ⁽¹⁾ D \$ 72.7	17,018	D
Common Stock	01/18/2019		F		155 ⁽²⁾ D \$ 75.63	16,863	D
Common Stock	02/08/2019		F		150 ⁽³⁾ D \$ 76.16	16,713	D
Common Stock	02/08/2019		A		1,641 ⁽⁴⁾ A \$ 0	18,354 ⁽⁵⁾	D

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

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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. 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Namkung James W
5660 NEW NORTHSIDE DRIVE, NW
ATLANTA, GA 30328

Chief Accounting Officer

Signatures

/s/ Octavia N. Spencer,
Attorney-in-fact

03/05/2019

__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) Represents shares of restricted stock issued to the filing person on January 14, 2016. The restricted stock units vest over three years (1/3 on January 14, 2017, 1/3 on January 14, 2018 and 1/3 on January 14, 2019). Of the 1,245 shares, 415 shares were issued on January 14, 2019, of which 147 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The third and final tranche of shares for this award have been issued.

(2) Represents shares of restricted stock issued to the filing person on January 18, 2017. The restricted stock units vest over three years (1/3 on January 18, 2018, 1/3 on January 18, 2019 and 1/3 on January 18, 2020). Of the 1,308 shares, 436 shares were issued on January 18, 2019, of which 155 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 436 shares are scheduled to be issued on January 18, 2020 and taxes for this issuance will be withheld and reported at the time of vesting.

(3) Represents shares of restricted stock issued to the filing person on February 8, 2018. The restricted stock units vest over three years (1/3 on February 8, 2019, 1/3 on February 8, 2020 and 1/3 on February 8, 2021). Of the 1,492 shares, 497 shares were issued on February 8,

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2019, of which 150 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 995 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.

- (4) Represents shares of restricted stock issued to the filing person on February 8, 2019. This award of restricted stock vests over three years (1/3 on each anniversary of the award date).

The common stock number referred in Table I is an aggregate number and represents 10,621 shares of common stock and 3,072 unvested restricted stock units ("RSUs"), and 4,661 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 2019 PSUs 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)

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.