

Intercontinental Exchange, Inc.

Form 4

December 09, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Goone David S

(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)  
12/07/20164. 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 Strategic 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/07/2016		M	(A) or (D) Amount 2,245 (1) Price \$ 22.43	155,140	D	
Common Stock	12/07/2016		M	(A) or (D) Amount 25,000 (1) Price \$ 25.87	180,140	D	
Common Stock	12/07/2016		S	(A) or (D) Amount 27,245 (1) Price \$ 59	152,895 (2) (3)	D	

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

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information contained in this form are not  
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(9-02)

number.

**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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy) Holding	\$ 22.43 (4)	12/07/2016		M	2,245 (4)	(5)	01/17/2022	Common Stock	2,245 (4)
Employee Stock Option (right to buy) Holding	\$ 25.87 (4)	12/07/2016		M	25,000 (4)	(5)	01/11/2023	Common Stock	25,000 (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Goone David S 5660 NEW NORTHSIDE DRIVE ATLANTA, GA 30328	Chief Strategic Officer

## Signatures

/s/Andrew J. Surdykowski,  
Attorney-in-fact 12/09/2016

\_\_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 pre-arranged trading plan established in accordance with Rule 10b5-1 of the Securities Act of 1934, as amended.

(2)

## Edgar Filing: Intercontinental Exchange, Inc. - Form 4

The common stock number referred in Table I is an aggregate number and represents 86,085 shares of common stock, 12,315 unvested restricted stock units and 54,495 unvested performance based restricted stock units, for which the performance period has been satisfied. The restricted stock units and the performance based restricted stock units vest over a three year period, in which 33.33% of the restricted stock units and performance based restricted stock units vest each year. The satisfaction of the performance target for the 2016 performance based restricted stock units and the corresponding number of shares of common stock to be issued pursuant to this award, will not be determined until February 2017, and will be reported at that time.

- (3) On November 3, 2016, the common stock of Intercontinental Exchange, Inc. split 5-for-1 (the "Stock Split"), resulting in the reporting person's ownership of four additional shares of common stock for each share of common stock owned as of that date, four additional units of restricted stock ("RSU") for each RSU owned as of that date and four additional units of unvested performance based restricted stock ("PSU") for each PSU owned as of that date, as reflected in the totals listed on this Form 4.
- (4) As a result of the Stock Split, the option exercise price and the number of options previously reported, were adjusted accordingly.
- (5) 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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