Intercontinental Exchange, Inc.

Form 4

February 22, 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 January 31,

OMB APPROVAL

Expires: 2005 Estimated average

0.5

of

Ownership

(Instr. 4)

burden hours per response...

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

obligations

may continue.

Check this box

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

1(b).

Common

Stock

02/17/2017

(Print or Type Responses)

1. Name and A Goone David	g Person *	2. Issuer Symbol	Name and	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First)	(Middle)	Intercontinental Exchange, Inc. [ICE] 3. Date of Earliest Transaction			[(Check all applicable)				
5660 NEW NORTHSIDE DRIVE			(Month/Day/Year) 02/17/2017			Director 10% OwnerX_ Officer (give title Other (specify below) Chief Strategic Officer				
			ndment, Da nth/Day/Year	ate Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
ATLANTA, GA 30328						Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year			3. Transaction	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or			

(Instr. 8)

Code V

F

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Owned

Following

Reported

Transaction(s) (Instr. 3 and 4)

 $177,886 \frac{(2)}{}$

(A)

(D)

D

Price

58.4

\$

Amount

10,313

(1)

Indirect (I)

(Instr. 4)

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
						Date	Expiration		or			
							Exercisable Date	-	Title Numbe	Number		
								Dute		of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Goone David S

5660 NEW NORTHSIDE DRIVE Chief Strategic Officer

ATLANTA, GA 30328

Signatures

/s/Andrew J. Surdykowski,
Attorney-in-fact
02/22/2017

**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 20, 2015. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2015 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 17, 2016, 1/3 on February 17, 2017 and 1/3 on February 17, 2018). Of the 66,575 shares, 22,190 shares were issued on February 17, 2017, of which 10,313 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 22,190 shares are scheduled to be issued on the remaining vesting date and taxes for this future issuance will be withheld and reported at the time the shares are issued.
 - The common stock number referred in Table I is an aggregate number and represents 105,402 shares of common stock, 12,315 shares unvested restricted stock units, and 60,169 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,
- (2) 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.

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.

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