Jackson Benjamin Form 4 February 13, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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may continue.

See Instruction

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

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Jackson Benjamin			2. Issuer Name and Ticker or Trading Symbol Intercontinental Exchange, Inc. [ICE]					5. Relationship of Reporting Person(s) to Issuer			
(Last) 5660 NEW	(M			Earliest Tr Pay/Year) 019	ansaction			(Check all applicable) Director 10% OwnerX Officer (give title Other (specify below) President			
	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
ATLANTA						Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acqu	uired, Disposed of	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	ity (Month/Day/Year) Execution D		n Date, if	3. 4. Securities Transaction(A) or Dispo Code (Instr. 3, 4 a (Instr. 8)			of (D)	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)	
Common Stock	02/11/2019			A	27,657 (1)	A	\$0	93,577 (2)	D		
Common Stock	02/11/2019			F	4,238 ₍₃₎	D	\$ 75.25	89,339 (4)	D		

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

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75.25

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	xpiration Date		ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	of			
				C-1- V	(A) (D)						
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Director 10% Owner Other

Jackson Benjamin

5660 NEW NORTHSIDE DRIVE President

ATLANTA, GA 30328

Signatures

/s/ Octavia N. Spencer, 02/13/2019 Attorney-in-fact

> **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 February 8, 2018. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2018 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 11, 2019, 1/3 on February 11, 2020 and 1/3 on February 11, 2021). Of the 27,657 shares, 9,219 shares were issued on February 11, 2019, of which 4,238 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 18,438 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.
- Amount of securities beneficially owned includes 199 shares acquired under the Intercontinental Exchange, Inc. Employee Stock **(2)** Purchase Plan on December 31, 2018.
- Represents shares of common stock underlying vested restricted stock units that are being withheld to satisfy payment of the Issuer's tax withholding obligation.
- (4) The common stock number referred in Table I is an aggregate number and represents 48,545 shares of common stock, 6,313 unvested restricted stock units ("RSUs"), and 34,481 unvested performance based restricted stock units ("PSUs"), for which the performance period has been satisfied. The RSUs and the 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

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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.

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.