

Vice Charles A  
Form 4  
October 10, 2017

**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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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Vice Charles A

(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)  
10/06/2017

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 \_\_\_\_ Other (specify  
below) below)

President&Chief Op. 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)
Common Stock	10/06/2017		M	Amount (1) 8,655 (A) or (D) A Price \$ 22.43	378,626	D	
Common Stock	10/06/2017		M	Amount (1) 3,845 (A) or (D) A Price \$ 25.87	382,471	D	
Common Stock	10/06/2017		S	Amount (1) 8,100 (A) or (D) D Price \$ 69.29 (2)	374,371	D	
Common Stock	10/06/2017		S	Amount (1) 4,300 (A) or (D) D Price \$ 70.62 (3)	370,071	D	
	10/06/2017		S	Amount (1) 100 (A) or (D) D	369,971 (4)	D	

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Common Stock \$ 71.14

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

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(9-02)

**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. Amount or Number of Shares
Employee Stock Option (right to buy) Holding	\$ 22.43	10/06/2017		M	8,655	<u>(5)</u> 01/17/2022	Common Stock	8,655
Employee Stock Option (right to buy) Holding	\$ 25.87	10/06/2017		M	3,845	<u>(5)</u> 01/11/2023	Common Stock	3,845

## Reporting Owners

Reporting Owner Name / Address	Relationships
Vice Charles A 5660 NEW NORTHSIDE DRIVE ATLANTA, GA 30328	Director 10% Owner Officer President&Chief Op. Officer

## Signatures

/s/ Andrew J. Surdykowski,  
Attorney-in-fact

10/10/2017

\_\_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).
- (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.

The price range for the aggregate amount sold by the direct holder is \$69.00 - \$69.96. The Issuer will upon request by the Staff of the
- (2) 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.

The price range for the aggregate amount sold by the direct holder is \$70.04 - \$71.04. The Issuer will upon request by the Staff of the
- (3) 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.

The common stock number referred in Table I is an aggregate number and represents 279,861 shares of common stock and 90,110 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
- (4) 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.
- (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. 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.