Intercontinental Exchange, Inc.

Form 4

January 06, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

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

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 *  Mathison Dean S  (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol Intercontinental Exchange, Inc. [ICE] 3. Date of Earliest Transaction					5. Relationship of Reporting Person(s) to Issuer				
								(Check all applicable)				
5660 NEW	(Month/Day/Year) 01/02/2015					Director 10% Owner Officer (give title Other (specify below) Chief Accounting Officer						
				endment, Da nth/Day/Year		ıl		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
ATLANTA	, GA 30328							Form filed by M Person	ore than One Rep	porting		
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Secui	rities Acqu	iired, Disposed of	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	action Date 2A. Deemed Day/Year) Execution Date any (Month/Day/		3. Transaction Code (Instr. 8)	(Instr. 3,	spose 4 and (A) or	d of (D) 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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock	01/02/2015			Code V F	Amount 200 (1)	. ,	Price \$ 217.64	3,394	D			
Common Stock	01/02/2015			F	149 (2)	D	\$ 217.64	3,245 <u>(3)</u>	D			

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

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.

217.64

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration Date	or Title Number of			
						Exercisable					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Mathison Dean S 5660 NEW NORTHSIDE DRIVE

**Chief Accounting Officer** 

ATLANTA, GA 30328

### **Signatures**

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

01/06/2015

\*\*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 common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax withholding obligation upon the vesting of the performance based restricted stock units. The shares of performance based restricted stock units were granted to the filing person on January 17, 2012. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2012 earnings before interest, taxes, depreciation, and amortization ("EBITDA")

performance versus pre-established targets. The restricted stock units vested over a three year period from 2013-2015. The third and final traunche of shares for this award has been issued.

Represents shares of common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax

- withholding obligation upon the vesting of the performance based restricted stock units. The shares of performance based restricted stock units were granted to the filing person on January 11, 2013. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2013 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vested over a three year period from 2014-2016. The remaining 448 shares are scheduled to be issued on January 2, 2016 and taxes for this future issuance will be withheld at the time shares are issued.
- (3) The common stock number referred to in Table I is an aggregate number and represents 1,826 of common stock, 971 unvested restricted stock units and 448 unvested performance based restricted stock units, for which the performance period has been satisfied. The performance based restricted stock units vest over a three year period, in which 33.33% of the performance based restricted stock units vest each year. The satisfaction of the performance target for the 2014 performance based restricted stock units and the corresponding number of shares of common stock to be issued pursuant to that award will not be determined until February 2015 and will be reported at

Reporting Owners 2

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that time.

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.