

Sprecher Jeffrey C
 Form 4
 February 21, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Sprecher Jeffrey C

2. Issuer Name and Ticker or Trading Symbol
 Intercontinental Exchange, Inc. [ICE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 5660 NEW NORTHSIDE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/16/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

ATLANTA, GA 30328

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	02/16/2018		F	17,975 (1) D \$ 71.73	1,483,298 (2) (3)	D	
Common Stock	02/16/2018		F	1,292 (4) D \$ 71.73	112,262 (5) (6)	I	By spouse

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

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SEC 1474 (9-02)

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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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sprecher Jeffrey C 5660 NEW NORTHSIDE DRIVE ATLANTA, GA 30328	X		Chief Executive Officer	

Signatures

/s/ Andrew J. Surdykowski, Attorney-in-fact
02/21/2018

**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) Represents shares of performance based restricted stock units granted to the filing person on January 14, 2016. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2016 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vest over three years (1/3 on February 16, 2017, 1/3 on February 16, 2018 and 1/3 on February 16, 2019). Of the 78,028 shares, 39,014 shares were issued on February 16, 2018, of which 17,975 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 39,014 shares are scheduled to be issued on February 16, 2019 and taxes for this issuances will be withheld and reported at the time of vesting.

The common stock number referred in Table I is an aggregate number and represents 1,382,144 shares of common stock and 101,154 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, ("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.

(3) As previously reported, the reporting person also indirectly owns 3,791,705 shares that are beneficially owned directly by CPEX. The reporting person beneficially owns 100% of the equity interest in CPEX. Additionally, as previously reported, the reporting person indirectly owns shares that are beneficially owned directly by the reporting person's spouse for which the reporting person disclaims

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beneficial ownership.

Represents shares of performance based restricted stock units granted to the filing person on January 14, 2016. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2016 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vest over three years

- (4) (1/3 on February 16, 2017, 1/3 on February 16, 2018 and 1/3 on February 16, 2019). Of the 8,359 shares, 4,179 shares were issued on February 16, 2018, of which 1,292 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 4,180 shares are scheduled to be issued on February 16, 2019 and taxes for this issuances will be withheld and reported at the time of vesting.

The common stock number referred in Table I is an aggregate number and represents 101,422 shares of common stock and 10,840 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, ("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) 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.

As previously reported, the reporting person also indirectly owns 3,791,705 shares that are beneficially owned directly by CPEX. The reporting person beneficially owns 100% of the equity interest in CPEX. Additionally, as previously reported, the reporting person also beneficially owns shares directly.

- (6) reporting person beneficially owns 100% of the equity interest in CPEX. Additionally, as previously reported, the reporting person also beneficially owns shares directly.

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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