

Wassersug Mark
Form 4
February 13, 2019

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 *
Wassersug Mark

(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)
02/11/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 02/11/2019 | | A | | 10,057 (1) \$ 0 | D | |
| Common Stock | 02/11/2019 | | F | | 1,009 (2) \$ 75.25 | D | |

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

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(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 Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wassersug Mark 5660 NEW NORTHSIDE DRIVE ATLANTA, GA 30328 | | | Chief Operating Officer | |

Signatures

/s/ Octavia N. Spencer,
Attorney-in-fact

02/13/2019

**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 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 (1/3 on February 11, 2019, 1/3 on February 11, 2020 and 1/3 on February 11, 2021). Of the 10,057 shares, 3,352 shares were issued on February 11, 2019, of which 1,009 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 6,705 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.
- (2) Represents shares of common stock underlying vested restricted stock units that are being withheld to satisfy payment of the Issuer's tax withholding obligation.
- The common stock number referred in Table I is an aggregate number and represents 20,258 shares of common stock and 17,869 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 2019 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 2020 and will be reported at the time of vesting. The 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.

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