

INTERCONTINENTALEXCHANGE INC
Form DEFM14A
April 30, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

INTERCONTINENTALEXCHANGE, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

 - (2) Aggregate number of securities to which transaction applies:

 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - (4) Proposed maximum aggregate value of transaction:

 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

 - (2) Form, Schedule or Registration Statement No.:

 - (3) Filing Party:

 - (4) Date Filed:

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 control number.

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Dear Stockholders:

On December 20, 2012, IntercontinentalExchange, Inc. (ICE) and NYSE Euronext entered into a merger agreement, which was amended and restated on March 19, 2013, pursuant to which ICE will acquire NYSE Euronext under a newly formed holding company, IntercontinentalExchange Group, Inc. (ICE Group). Following successive merger transactions, ICE and NYSE Euronext will become wholly owned subsidiaries of ICE Group. The mergers combine two leading exchange groups to create a premier global exchange operator diversified across markets.

In the mergers, each share of ICE common stock owned by an ICE stockholder (except for certain shares held by ICE or Braves Merger Sub, Inc.) will be converted into the right to receive one share of ICE Group common stock. Each share of NYSE Euronext common stock owned by a NYSE Euronext stockholder (except for certain shares held by ICE, NYSE Euronext, or their subsidiaries, and shares held by NYSE Euronext stockholders who properly seek appraisal in accordance with Delaware law) will be converted into the right to receive 0.1703 of a share of ICE Group common stock and \$11.27 in cash (this is referred to as the standard election amount). In lieu of the standard election amount, NYSE Euronext stockholders will have the right to make either a cash election to receive \$33.12 in cash, or a stock election to receive 0.2581 of a share of ICE Group common stock, for each of their NYSE Euronext shares. Both the cash election and the stock election are subject to the proration and adjustment procedures to ensure that the total amount of cash paid, and the total number of shares of ICE Group common stock issued, in the merger to NYSE Euronext stockholders, as a whole, will be equal to the total amount of cash and number of shares that would have been paid and issued if all of the NYSE Euronext stockholders received the standard election amount. NYSE Euronext stockholders who fail to make a timely election or who make no election will receive the standard election amount. The precise consideration that NYSE Euronext stockholders will receive if they make the cash election or the stock election will not be known at the time that NYSE Euronext stockholders vote on the merger or make an election. For a description of the consideration that NYSE Euronext stockholders will receive if they make the cash election or the stock election, and the potential adjustments to this consideration, see The Merger Agreement Effect of the NYSE Euronext Merger on Shares of NYSE Euronext Common Stock and Interests of Baseball Merger Sub. It is anticipated that ICE stockholders and NYSE Euronext stockholders, in each case as of immediately prior to the mergers, will hold approximately 64% and 36%, respectively, of the issued and outstanding shares of ICE Group common stock immediately after completion of the mergers, in each case as determined on a fully diluted basis and without giving effect to any shares of ICE common stock held by NYSE Euronext stockholders prior to the mergers. If the mergers are completed, it is currently estimated, based on the number of shares of NYSE Euronext common stock outstanding and reserved for issuance, that payment of the stock portion of the NYSE Euronext merger consideration will require ICE Group to issue or reserve for issuance approximately 42.5 million shares of ICE Group common stock in connection with the NYSE Euronext merger and that the maximum cash consideration required to be paid in the NYSE Euronext merger for the cash portion of the NYSE Euronext merger consideration will be approximately \$2.7 billion. You should obtain current stock price quotations for ICE common stock and NYSE Euronext common stock. ICE common stock trades on the New York Stock Exchange under the symbol ICE, and NYSE Euronext common stock is dually listed and trades on the New York Stock Exchange and Euronext Paris under the symbol NYX. The value of the NYSE Euronext merger consideration may differ from the estimated value based on the current price per share of ICE common stock or the price per share of ICE common stock at the time of the ICE and NYSE Euronext special meetings. Upon completion of the mergers, ICE Group intends to list its common stock on the New York Stock Exchange under ICE s current ticker symbol, ICE, and ICE common stock and NYSE Euronext common stock will be delisted and cease to be publicly traded.

ICE and NYSE Euronext will each hold a special meeting of stockholders to consider the proposed mergers and related matters. ICE and NYSE Euronext cannot complete the proposed mergers unless, among other things, ICE s stockholders adopt the merger agreement and approve proposals relating to ICE Group s certificate of incorporation, and NYSE Euronext stockholders adopt the merger agreement.

Your vote is very important. To ensure your representation at your company s special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet. Please vote promptly whether or not you expect to attend your company s special meeting. Submitting a proxy now will not prevent you from being able to vote in person at your company s special meeting. **The ICE board of directors determined that the mergers and the other transactions contemplated by the merger agreement are in the best interests of the ICE stockholders, and has approved and declared advisable the merger agreement and the transactions contemplated thereby, including the mergers, and recommends that ICE stockholders vote FOR the adoption of the merger agreement and the transactions contemplated thereby, including the mergers, and FOR the approval of proposals relating to ICE Group s certificate of incorporation. The NYSE Euronext board of directors has determined that the mergers and the other transactions contemplated by the merger agreement are in the best interests of the NYSE Euronext stockholders, and has approved and declared advisable the merger agreement and the transactions contemplated thereby, including the mergers, and recommends that NYSE Euronext stockholders vote FOR the adoption of the merger agreement and the transactions contemplated thereby, including the mergers.**

The obligations of ICE and NYSE Euronext to complete the mergers are subject to the satisfaction or waiver of several conditions set forth in the merger agreement, a copy of which is included herein. The joint proxy statement/prospectus provides you with detailed information about the proposed mergers. It also contains or references information about ICE and NYSE Euronext and certain related matters. You are encouraged to read this document carefully. **In particular, you should read the Risk Factors section beginning on page 36 for a discussion of the risks you should consider in evaluating the proposed transaction and how it will affect you.**

Sincerely,

Jeffrey C. Sprecher

Chairman and Chief Executive Officer

Duncan L. Niederauer

Chief Executive Officer

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IntercontinentalExchange, Inc.

NYSE Euronext

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the mergers, the issuance of the ICE Group common stock in connection with the mergers or the other transactions described in this document, or passed upon the adequacy or accuracy of the disclosure in this document. Any representation to the contrary is a criminal offense.

This document is dated April 30, 2013, and is first being mailed to stockholders of ICE and NYSE Euronext on or about May 2, 2013.

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WHERE YOU CAN FIND MORE INFORMATION

Both ICE and NYSE Euronext file annual, quarterly and special reports, proxy statements and other business and financial information with the Securities and Exchange Commission (the "SEC"). You may read and copy any materials that either ICE or NYSE Euronext files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, at prescribed rates. Please call the SEC at (800) SEC-0330 ((800) 732-0330) for further information on the Public Reference Room. In addition, ICE and NYSE Euronext file reports and other business and financial information with the SEC electronically, and the SEC maintains a website located at <http://www.sec.gov> containing this information. You will also be able to obtain these documents, free of charge, from ICE at <http://www.theice.com> under the "About ICE" link and then under the heading "Investors & Media" or from NYSE Euronext by accessing NYSE Euronext's website at <http://www.nyx.com> under the "Investor Relations" link and then under the heading "SEC Filings".

ICE Group has filed a registration statement on Form S-4 of which this document forms a part with respect to the ICE Group common stock to be issued in the mergers. This document constitutes the prospectus of ICE Group filed as part of the registration statement. As permitted by SEC rules, this document does not contain all of the information included in the registration statement or in the exhibits or schedules to the registration statement. You may read and copy the registration statement, including any amendments, schedules and exhibits at the addresses set forth below. Statements contained in this document as to the contents of any contract or other documents referred to in this document are not necessarily complete. In each case, you should refer to the copy of the applicable contract or other document filed as an exhibit to the registration statement. This document incorporates by reference documents that ICE and NYSE Euronext have previously filed with the SEC and documents that ICE, ICE Group and NYSE Euronext may file with the SEC after the date of this document and prior to the date of the respective special meetings of the ICE stockholders and the NYSE Euronext stockholders. These documents contain important information about the companies and their financial condition. See "Incorporation of Certain Documents by Reference" on page 220. These documents are available without charge to you upon written or oral request to the applicable company's principal executive offices. The respective addresses and telephone numbers of such principal executive offices are listed below.

For ICE Stockholders:
IntercontinentalExchange, Inc.

2100 RiverEdge Parkway

Suite 500

Atlanta, GA 30328
Attention: Investor Relations

(770) 857-4700

ir@theice.com

For NYSE Euronext Stockholders:
NYSE Euronext

11 Wall Street
New York, NY 10005

Attention: Investor Relations
(212) 656-5700

InvestorRelations@nyx.com

In addition, if you have questions about the mergers or the special meetings, or if you need to obtain copies of the accompanying joint proxy statement/prospectus, proxy cards, election forms or other documents incorporated by reference in the joint proxy statement/prospectus, you may contact the appropriate contact listed below. You will not be charged for any of the documents you request.

For ICE Stockholders:
D.F. King & Co., Inc.

48 Wall Street

New York, New York 10005

ice@dfking.com

For NYSE Euronext Stockholders:

Mackenzie Partners, Inc.

105 Madison Avenue

New York, New York 10016

ICE stockholders: 1-800-735-3591 (Toll-Free)

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Bank & Brokerage Firms: (212) 269-5550

proxy@mackenziepartners.com

(212) 929-5500 (Collect) / (800) 322-2885 (Toll-Free)

+44 (0) 203 178 8057 (London Office)

To obtain timely delivery of these documents before ICE's and NYSE Euronext's special meetings of stockholders, you must request the information no later than May 24, 2013.

ICE common stock is traded on the New York Stock Exchange under the symbol ICE, and NYSE Euronext common stock is dually listed and trades on the New York Stock Exchange and Euronext Paris under the symbol NYX.

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Additional Information Related to the Offer of ICE Group Common Stock

INFORMATION FOR PROSPECTIVE INVESTORS IN THE EUROPEAN ECONOMIC AREA

This document is not a prospectus for the purposes of Directive 2003/71/EC (an EEA Prospectus) but is an advertisement. IntercontinentalExchange Group, Inc. may publish an EEA Prospectus for the offer of its common stock to be issued in the proposed merger. Any such EEA Prospectus is likely to contain similar information to that contained in this joint proxy statement/prospectus. However, it is possible that IntercontinentalExchange Group, Inc. may be required (under applicable law, rules, regulations or guidance applicable to the public offer of securities or otherwise) to make certain changes or additions to or deletions from the description of its business, financial statements and other information contained herein. Furthermore, certain events might occur or circumstances might arise between publication of this document and of any EEA Prospectus that would require additional or different disclosure to be made in such EEA Prospectus. If the public offer referred to above is made, the EEA Prospectus will be published and made available at <http://www.theice.com> and at ICE's offices at Milton Gate, Chiswell Street, London EC1Y 4SA. Potential investors to whom the offer is addressed and who are resident in the United Kingdom or other EEA jurisdictions where the EEA Prospectus is to be passported should have reference only to such EEA Prospectus (and not to this document) in arriving at their investment decision.

In relation to each member state of the EEA which has implemented the Prospectus Directive (each, a Relevant Member State), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date), no offer of any shares has been made to the public in that Relevant Member State other than any offer where a prospectus has been or will be published in relation to such shares that has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the relevant competent authority in that Relevant Member State in accordance with the Prospectus Directive, except that with effect from and including the Relevant Implementation Date, an offer of such shares may be made to the public in that Relevant Member State:

- (a) to qualified investors, as permitted under article 3(2)(a) of the Prospectus Directive;
- (b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under article 3(2)(b) of the Prospectus Directive; or
- (c) in any other circumstances falling within Article 3(2)(c), 3(2)(d) and 3(2)(e) of the Prospectus Directive, provided that no such offer of securities shall require ICE Group to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an offer to the public in relation to any shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the shares to be offered so as to enable an investor to decide to purchase or subscribe the securities, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State. The expression Prospectus Directive means Directive 2003/71/EC of the European Parliament and of the Council of November 4, 2003 (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression 2010 PD Amending Directive means Directive 2010/73/EU of the European Parliament and of the Council of November 24, 2010.

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Denmark

This document has not been filed with or approved by the Danish Financial Supervisory Authority or any other regulatory authority in the Kingdom of Denmark.

Spain

This document is addressed exclusively to the current shareholders of the ICE and NYSE Euronext and refers to securities of a foreign company.

Please be aware that, in connection with the offering of securities arising from the shares of ICE Group common stock to be issued in the mergers and offered to the current stockholders of NYSE Euronext, a European Economic Area prospectus approved by the competent authority of the United Kingdom (United Kingdom Listing Authority UKLA) in accordance with Directive 2003/71/EC (the Prospectus Directive) may be notified to the *Comisión Nacional del Mercado de Valores* (CNMV) following the procedure set forth in Chapter IV of the Prospectus Directive. A translation into Spanish of the summary of any such prospectus would be available in the web page of the CNMV (www.cnmv.es).

This document has not been verified, approved or recommended by the CNMV or by any other Spanish authority, nor has such entity confirmed the adequacy or accuracy of its content. Consequently, the distribution of this document in the Spanish jurisdiction is restricted by law. Persons in possession of this document are required to inform themselves about and to observe any such restrictions.

Sweden

The shares may not be offered to the public in Sweden. This document is only directed to such recipients to whom it is directly addressed and may not be copied or, directly or indirectly, be distributed or made available to other persons without the express consent of ICE Group, ICE and NYSE Euronext. Neither ICE Group, ICE nor NYSE Euronext is supervised by the Swedish Financial Supervisory Authority (*Sw. Finansinspektionen*). Neither this document nor the offering of shares hereunder is subject to any registration or approval requirements in Sweden under the Swedish Financial Instruments Trading Act (1991:980). Accordingly, the document has not been, nor will it be, registered or approved by the Swedish Financial Supervisory Authority.

INFORMATION FOR PROSPECTIVE INVESTORS IN OTHER JURISDICTIONS

Bahamas

This document has not been filed with the Securities Commission of The Bahamas because this offer of securities is exempt from the requirement for such filing. No offer or sale of any securities of the issuer can be made in The Bahamas unless the offer of the securities is made by or through a firm registered with the Securities Commission of The Bahamas to carry on securities business and in compliance with the Bahamian Exchange Control Regulations. Persons who are deemed resident in the Bahamas for Exchange Control purposes must obtain the prior approval of the Bahamas Central Bank to purchase these securities.

British Virgin Islands

THIS DOCUMENT DOES NOT CONSTITUTE A PUBLIC OFFER OF SECURITIES IN THE BRITISH VIRGIN ISLANDS FOR THE PURPOSES OF THE BRITISH VIRGIN ISLANDS SECURITIES AND INVESTMENT BUSINESS ACT, 2010 (AS AMENDED FROM TIME TO TIME).

Canada

The issuance of ICE Group common stock to NYSE Euronext stockholders in Canada who make the stock election or the standard election is exempt from the prospectus and registration requirements of Canadian

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securities laws pursuant to Section 2.11 of Canadian National Instrument 45-106. The first trade by NYSE Euronext stockholders in Canada of ICE Group common stock received pursuant to such election will be free from restrictions on resale provided that ICE Group is not a reporting issuer in Canada at the date of such first trade and such trade is made through an exchange or market outside of Canada, or to a person or company outside of Canada.

China

Shares may not be marketed, offered or sold directly or indirectly to the public in the People's Republic of China (the PRC) and neither this document, which has not been submitted to the Chinese Securities and Regulatory Commission, nor any offering material or information contained herein relating to the issuance of ICE Group common stock, may be supplied to the public in the PRC or used in connection with any offer for the subscription or sale of shares to the public in the PRC. Shares may only be marketed, offered or sold to Chinese institutions which are authorized to engage in foreign exchange, business and offshore investment from outside the PRC. Chinese investors may be subject to foreign exchange control approval and filing requirements under the relevant Chinese foreign exchange regulations, as well as offshore investment approval requirements.

Hong Kong

WARNING

The contents of this document have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the offer. If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.

Neither this joint proxy statement/prospectus nor any other document constitutes an offer or sale of any ICE Group common stock in Hong Kong, and no ICE Group common stock may be offered or sold in Hong Kong by means of this joint proxy statement/prospectus or any other document other than to (a) professional investors as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the SFO) and any rules made thereunder; or (b) in other circumstances which do not result in the joint proxy statement/prospectus being a prospectus as defined in the Companies Ordinance (Cap. 32) of Hong Kong (CO) or which do not constitute an offer to the public within the meaning of the CO.

No person shall issue or possess for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the ICE Group common stock, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the shares which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors as defined in the SFO and any rules made thereunder.

Jersey

This document is not subject to and has not received approval from either the Jersey Financial Services Commission or the Registrar of Companies in Jersey and no statement to the contrary, explicit or implicit, is authorised to be made in this regard. The securities being offered may be offered or sold in Jersey only in compliance with the provisions of the Control of Borrowing (Jersey) Order 1958.

Republic of China (Taiwan)

The shares offered hereby have not and will not be registered under the Securities and Exchange Law of the Republic of China (Taiwan) and the shares are not being directly or indirectly offered in the Republic of China (Taiwan).

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Republic of Korea

The ICE Group common stock has not been and will not be registered with the financial services commission of Korea under the financial investment services and capital markets act of Korea. Accordingly, the shares have not been and will not be, directly or indirectly, offered, sold or delivered in Korea or to, or for the account or benefit of, any resident of Korea, or to others for reoffering or resale, directly or indirectly, in Korea or to, or for the account or benefit of, any resident of Korea, except as otherwise permitted by applicable Korean laws and regulations.

Japan

This document does not constitute or form part of, and should not be construed as, an offer for sale or subscription of, or a solicitation of any offer to buy or subscribe for, or an inducement to engage in any other investment decision with respect to, any securities of any of ICE Group, ICE, NYSE Euronext, or any other entity in Japan. The distribution of this document may nonetheless be restricted by law in certain jurisdictions including Japan. None of ICE Group, ICE or NYSE Euronext (severally or jointly) shall incur any liability for its own failure or the failure of any other person or persons to comply with the provisions of any such restrictions under the Japanese laws and regulations.

South Africa

This offer for shares in ICE Group (the Offer for Shares) is not an offer for shares to the public in terms of the South African Companies Act, 2008 (as amended) (the Companies Act). Accordingly, the Offer for Shares documents, and any appendices or enclosures thereto (collectively, the Offer for Shares Documents) do not, nor are they intended to, constitute a prospectus or a written statement prepared and registered under the Companies Act.

This is a commercial communication, which accordingly does not constitute legal or financial advice. If you are in any doubt about the contents of this document or the investment to which this document relates, you should consult a person who specialises in advising on the acquisition of such security. The Offer for Shares Documents are addressed solely for consideration of the addressees and should not be distributed, published or reproduced (in whole or in part) or disclosed by the recipients to any other persons in South Africa, and cannot be acted on or relied on by any person other than the addressees. Natural shareholders to whom the Offer for Shares Documents are addressed should note that they may require the approval of the South African exchange control authorities if they wish to take up their entitlements. Such natural shareholders should consult their professional advisers as to whether they require any governmental or other consents or need to observe any other formalities to enable them to take up their rights.

Whilst every care has been taken in preparing this document, no representation, warranty or any undertaking (express or implied) is given and no responsibility or liability is accepted by ICE Group, ICE, NYSE Euronext or their affiliates as to the accuracy or completeness of the information contained herein.

Switzerland

General Remarks

This Swiss Addendum contains supplementary information to this joint proxy statement/prospectus required by Swiss law. This Swiss Addendum must be read in conjunction with the remainder of this document.

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The table below sets forth the dividend paid per share, for the year indicated, of ICE common stock, which trades on the New York Stock Exchange under the symbol ICE, and NYSE Euronext common stock, which is dually listed and trades on the New York Stock Exchange and Euronext Paris under the symbol NYX.

Year	ICE common stock	NYSE Euronext common stock
2008	\$ 0	\$ 1.15
2009	\$ 0	\$ 1.20
2010	\$ 0	\$ 1.20
2011	\$ 0	\$ 1.20
2012	\$ 0	\$ 1.20

Approval from the Swiss Financial Market Supervisory Authority

The Swiss Financial Market Supervisory Authority will have to be informed by ICE about the merger for the following entities which are all authorized foreign exchanges under Swiss law:

NYSE Euronext Amsterdam, Amsterdam

NYSE Euronext Brussels, Bruxelles

NYSE Euronext Liffe, London

NYSE Euronext Lisbon, Lisbon

NYSE Euronext Paris, Paris Cedex 01

NYSE Liffe US LLC, New York

ICE Futures Canada, Inc. Winnipeg

ICE Futures Europe, London

ICE Futures U.S., Inc. New York

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INTERCONTINENTALEXCHANGE, INC.

2100 RIVEREDGE PARKWAY

SUITE 500

ATLANTA, GA 30328

NOTICE OF THE SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON JUNE 3, 2013

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders of IntercontinentalExchange, Inc. (ICE) will be held at The Meeting Room, 2100 RiverEdge Parkway, Lower Lobby, Atlanta, GA 30328 at 8:00 a.m., Eastern time, on June 3, 2013, for the following purposes:

1. to adopt the Amended and Restated Agreement and Plan of Merger, dated as of March 19, 2013, by and among NYSE Euronext, IntercontinentalExchange, Inc., IntercontinentalExchange Group, Inc., Braves Merger Sub, Inc. and Baseball Merger Sub, LLC (the ICE Merger proposal);
2. to approve five separate proposals relating to the ICE Group amended and restated certificate of incorporation that will be in effect after the completion of the mergers (the ICE Group Governance-Related proposals); and
3. to approve one or more adjournments of the ICE special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the ICE Merger proposal and/or the ICE Group Governance-Related proposals (the ICE Adjournment proposal).

The approval by ICE s stockholders of the ICE Merger proposal and the ICE Group Governance-Related proposals is required to complete the mergers under the terms of the merger agreement. The approval by ICE stockholders of the ICE Merger proposal is the only approval of the ICE stockholders required by Delaware law to approve the adoption of the merger agreement and the transactions contemplated thereby. The approval of the ICE Group Governance-Related proposals is being sought in accordance with Rule 14a-4(b) promulgated under the Securities Exchange Act of 1934 (the Exchange Act), which requires certain matters to be presented separately to stockholders for approval.

ICE will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement thereof.

The ICE Merger proposal and the ICE Group Governance-Related proposals are described in more detail in the accompanying joint proxy statement/prospectus, which you should read carefully in its entirety before you vote. A copy of the merger agreement is attached as Appendix A to the joint proxy statement/prospectus. A copy of the form of ICE Group s amended and restated certificate of incorporation and form of ICE Group s amended and restated bylaws based on ICE s current understanding of the provisions to be in effect upon the completion of the mergers are attached as Appendix B and Appendix C, respectively, to this joint proxy statement/prospectus.

The ICE board of directors has set April 26, 2013 as the record date for the ICE special meeting. Only holders of record of shares of ICE common stock at the close of business on April 26, 2013 will be entitled to notice of and to vote at the ICE special meeting and any adjournments or postponements thereof. Any stockholder entitled to attend and vote at the ICE special meeting is entitled to appoint a proxy to attend and vote on such stockholder s behalf. Such proxy need not be a holder of shares of ICE common stock.

Your vote is very important. To ensure your representation at the ICE special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet. Please vote promptly whether or not you expect to attend the ICE special meeting. Submitting a proxy now will not prevent you from being able to vote in person at the ICE special meeting.

The ICE board of directors has approved and declared advisable the merger agreement and the transactions contemplated thereby, including the mergers, and recommends that you vote FOR the ICE Merger proposal, FOR the ICE Group Governance-Related proposals and FOR the ICE Adjournment proposal.

BY ORDER OF THE BOARD OF DIRECTORS

Jeffrey C. Sprecher

Chairman and Chief Executive Officer

Atlanta, Georgia

April 30, 2013

PLEASE VOTE YOUR SHARES OF ICE COMMON STOCK PROMPTLY. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS ABOUT THE PROPOSALS OR ABOUT VOTING YOUR SHARES, PLEASE CALL 1 (800) 735-3591.

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NYSE EURONEXT

11 WALL STREET

NEW YORK, NEW YORK 10005

NOTICE OF THE SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON JUNE 3, 2013

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders of NYSE Euronext will be held at 11 Wall Street, New York, NY 10005 at 9:30 a.m., Eastern time, on June 3, 2013, for the following purposes:

1. to adopt the Amended and Restated Agreement and Plan of Merger, dated as of March 19, 2013, by and among NYSE Euronext, IntercontinentalExchange, Inc., IntercontinentalExchange Group, Inc., Braves Merger Sub, Inc. and Baseball Merger Sub, LLC (the NYSE Euronext Merger proposal);
2. to approve, on a non-binding, advisory basis, the compensation to be paid to NYSE Euronext's named executive officers that is based on or otherwise relates to the NYSE Euronext merger, discussed in the section of this document entitled The Mergers' Interests of NYSE Euronext Directors and Executive Officers in the NYSE Euronext Merger (the Merger-Related Named Executive Officer Compensation proposal); and
3. to approve one or more adjournments of the NYSE Euronext special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the NYSE Euronext Merger proposal (the NYSE Euronext Adjournment proposal).

The approval by NYSE Euronext stockholders of the NYSE Euronext Merger proposal is required to complete the merger described in the accompanying joint proxy statement/prospectus.

NYSE Euronext will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement thereof.

The NYSE Euronext Merger proposal is described in more detail in the accompanying joint proxy statement/prospectus, which you should read carefully in its entirety before you vote. A copy of the merger agreement is attached as Appendix A to this document.

The NYSE Euronext board of directors has set April 26, 2013 as the record date for the NYSE Euronext special meeting. Only holders of record of shares of NYSE Euronext common stock at the close of business on April 26, 2013 will be entitled to notice of and to vote at the NYSE Euronext special meeting and any adjournments or postponements thereof. Any stockholder entitled to attend and vote at the NYSE Euronext special meeting is entitled to appoint a proxy to attend and vote on such stockholder's behalf. Such proxy need not be a holder of shares of NYSE Euronext common stock.

Your vote is very important. To ensure your representation at the NYSE Euronext special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet. Please vote promptly whether or not you expect to attend the NYSE Euronext special meeting. Submitting a proxy now will not prevent you from being able to vote in person at the NYSE Euronext special meeting.

The NYSE Euronext board of directors has approved and declared advisable the merger agreement and the transactions contemplated thereby, including the mergers, and recommends that you vote FOR the NYSE Euronext Merger proposal, FOR the Merger-Related Named Executive Officer Compensation proposal and FOR the NYSE Euronext Adjournment proposal.

BY ORDER OF THE BOARD OF DIRECTORS

Janet L. McGinness

Executive Vice President & Corporate Secretary

New York, New York

April 30, 2013

PLEASE VOTE YOUR SHARES OF NYSE EURONEXT COMMON STOCK PROMPTLY. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS ABOUT THE PROPOSALS OR ABOUT VOTING YOUR SHARES, PLEASE CALL 1 (800) 322-2885 or 1 (212) 929-5500.

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