Sprecher Jeffrey C
Form 4
May 25, 2018

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

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(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
(Last) (First) (Middle) **5660 NEW NORTHSIDE DRIVE**	3. Date of Earliest Transaction (Month/Day/Year) 05/23/2018	(Check all applicable) __X__ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) Chief Executive Officer
(Street) ATLANTA, GA 30328	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/23/2018		M		86,000 (1)	A	$ 21.2	1,598,138	D	
Common Stock	05/23/2018		M		4,430 (1)	A	$ 25.87	1,602,568	D	
Common Stock	05/23/2018		S		122,989 (1)	D	$ 70.9483 (2)	1,479,579 (3) (4)	D	
Common Stock	05/23/2018		M		8,375 (1)	A	$ 22.43	123,099	I	By spouse
Common Stock	05/23/2018		S		12,269 (1)	D	$ 70.9501	110,830 (6) (7)	I	By spouse

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy) Holding	$ 21.2	05/23/2018		M		86,000		(8)	12/10/2019	Common Stock	86,000
Employee Stock Option (right to buy) Holding	$ 25.87	05/23/2018		M		4,430		(8)	01/11/2023	Common Stock	4,430
Employee Stock Option (right to buy) Holding	$ 22.43	05/23/2018		M		8,375		(8)	01/17/2022	Common Stock	8,375

Reporting Owners

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

ATLANTA, GA 30328

Signatures

/s/ Andrew J. Surdykowski, Attorney-in-fact	05/25/2018
<u>**</u>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 previously announced, pre-arranged trading plan established in accordance with Rule 10b5-1 of the Securities Act of 1934, as amended.

(2)   The price range for the aggregate amount sold by the direct holder is $70.49 - $71.47. The Issuer will upon request by the Staff of the 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.

(3)   The common stock number referred in Table I is an aggregate number and represents 1,365,535 shares of common stock and 114,044 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 2018 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 2019 and will be reported at the time of vesting. The satisfaction of the 2017 and 2018 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 February 2021, respectively, and will be reported at the time of vesting.

(4)   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 beneficial ownership.

(5)   The price range for the aggregate amount sold by the direct holder is $70.52 - $71.44. The Issuer will upon request by the Staff of the 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.

(6)   The common stock number referred in Table I is an aggregate number and represents 99,670 shares of common stock and 11,160 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 2018 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 2019 and will be reported at the time of vesting. The satisfaction of the 2017 and 2018 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 February 2021, respectively, and will be reported at the time of vesting.

(7)   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.

(8)   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.

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