

Intercontinental Exchange, Inc.
Form 8-K
August 03, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): August 3, 2016

Intercontinental Exchange, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware 001-36198 46-2286804
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification Number)

5660 New Northside Drive, Third Floor, Atlanta, Georgia 30328

(Address of Principal Executive Offices)(Zip Code)

Edgar Filing: Intercontinental Exchange, Inc. - Form 8-K

Registrant's telephone number, including area code (770) 857-4700

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On August 3, 2016, Intercontinental Exchange, Inc. (“ICE”) announced its financial results for the fiscal quarter ended June 30, 2016. A copy of ICE’s press release announcing such financial results is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained herein, including the attached press release, is furnished pursuant to Item 2.02 of Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 except as may be expressly set forth by specific reference in such filing.

ICE makes references to non-GAAP financial information in the attached press release. A description of the non-GAAP financial information and a reconciliation of the non-GAAP financial information to the comparable GAAP financial measures are contained in the attached press release and ICE’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2016.

Item 7.01. Regulation FD Disclosure.

On August 3, 2016, ICE issued a press release announcing that its Board of Directors (the “Board”) approved pursuing an effective 5-for-1 stock split by way of a stock dividend subject to adoption and approval by ICE’s stockholders and the Securities and Exchange Commission of an amendment and restatement to ICE’s Second Amended and Restated Certificate of Incorporation to increase the total number of authorized shares of Common Stock from five hundred million (500,000,000) to one billion five hundred million (1,500,000,000), and to correspondingly increase the total number of shares of capital stock which ICE is authorized to issue from six hundred million (600,000,000) to one billion six hundred million (1,600,000,000).

In addition, ICE announced its third quarter dividend and the Board’s authorization of a \$1.0 billion share repurchase program.

A copy of ICE’s press release announcing these matters is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Edgar Filing: Intercontinental Exchange, Inc. - Form 8-K

The information contained herein, including the attached press release, is furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 except as may be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated August 3, 2016 – Earnings Release

99.2 Press Release dated August 3, 2016 – Stock Split, Stock Dividend and Stock Repurchase

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

INTERCONTINENTAL EXCHANGE, INC.

Date: August 3, 2016 /s/ Scott A. Hill
Scott A. Hill
Chief Financial Officer