

Intercontinental Exchange, Inc.  
Form 8-K  
December 11, 2015

**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): December 11, 2015**

**INTERCONTINENTAL EXCHANGE, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-36198**  
**(Commission File Number)**

**46-2286804**  
**(IRS Employer Identification No.)**

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

**30328**

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(Address of Principal Executive Offices)

(Zip Code)

**(770) 857-4700**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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:

- .. 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 8.01. Other Events.**

On December 11, 2015, Intercontinental Exchange, Inc. (the Company ) filed a prospectus supplement to its Registration Statement on Form S-3 filed with the U.S. Securities and Exchange Commission (the Commission ) (No. 333-206169) (the Registration Statement ), under the Securities Act of 1933, as amended, with respect to the resale by the selling stockholders named therein of up to 2,527,658 shares of the Company s common stock that were issued by the Company to such selling stockholders as share consideration in connection with the Company s acquisition (the Acquisition ) of Trayport, Inc. and GFI TP Ltd., an affiliate of Trayport, Inc.

In connection with filing of such prospectus supplement, the Company is filing a legal opinion as Exhibit No. 5.1 to this current report on Form 8-K, which is incorporated by reference into the Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
5.1	Opinion of Sullivan & Cromwell LLP
23.1	Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1)

**SIGNATURE**

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: December 11, 2015

By: /s/ Andrew J. Surdykowski

Name: Andrew J. Surdykowski

Title: Senior Vice President, Associate General Counsel

**EXHIBIT INDEX**

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