IntercontinentalExchange Group, Inc.
Form 4
November 14, 2013

| RM 4 |  | OMB APPRROVAL |
| :---: | :---: | :---: |
|  | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | OMB Number: $\quad 3235-0287$ |
| Check this box if no longer subject to |  | Expires: $\quad \begin{array}{r}\text { January 31, } \\ 2005\end{array}$ |
|  | SECURITIES | Estimated average |
| Form 4 or |  | burden hours per response... 0.5 |
| Form 5 <br> obligations may continue. | 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 |  |
| See Instruction | 30(h) of the Investment Company Act of 1940 |  |

(Print or Type Responses)


| (City) | (State) (Zip) | Table I | on-Deriv | ive Securities Acquir | , Disposed of | Benefi | Owned |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed <br> Execution Date, if any (Month/Day/Year) | 3. <br> Transactio <br> Code <br> (Instr. 8) <br> Code V | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) <br> (A) or <br> Amount <br> (D) Price | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. <br> Ownership <br> Form: <br> Direct (D) <br> or Indirect <br> (I) <br> (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 11/13/2013 |  | A | 17,860 A $\frac{(1)}{(2)}$ | 17,860 | D |  |
| Deferred Compensation | 11/13/2013 |  | A | 7,743 A (3) | 7,743 | D |  |

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

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)


## Reporting Owners

## Reporting Owner Name / Address

## Relationships

Director 10\% Owner Officer Other
Forneri Jean Marc
2100 RIVEREDGE PARKWAY
SUITE 500
ATLANTA, GA 30328

## Signatures

/s/ Andrew J. Surdykowski,
Attorney-in-fact
$\stackrel{* \text { Signature of Reporting Person Date }}{ }$

## 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. $78 \mathrm{ff}(\mathrm{a})$.
As of the effective time (the "Effective Time") of the transactions contemplated by the Amended and Restated Agreement and Plan of Merger dated as of March 19, 2013, by and among IntercontinentalExchange, Inc. ("ICE"), IntercontinentalExchange Group, Inc. ("ICE
(1) Group"), NYSE Euronext, Braves Merger Sub, Inc., and NYSE Euronext Holdings LLC (formerly known as Baseball Merger Sub, LLC) (the "Merger Agreement"), each share of common stock of ICE and each restricted stock unit of ICE held by the reporting person was converted into one share of common stock of ICE Group or one substantially equivalent restricted stock unit of ICE Group, respectively. (This footnote is continued onto footnote 2).

The common stock number referred in Table I is an aggregate number and represents 16,730 shares of common stock of ICE Group and
(2) 1,130 restricted stock units of ICE Group held by the reporting person immediately following the Effective Time. The restricted stock units vest on the one-year anniversary of the grant date, which is February 28, 2013.

As of the Effective Time, each Deferred Compensation Obligation of ICE issued to the reporting person under the ICE 2003 Restricted
(3) Stock Deferral Plan for Outside Directors was converted into an award of a substantially equivalent Deferred Compensation Obligation of ICE Group pursuant to the terms of the Merger Agreement.

As of the Effective Time, each ICE employee stock option was converted into an ICE Group employee stock option on the same terms
(4) and conditions (including vesting schedule and per share exercise price) as applied to such ICE stock option immediately prior to the Effective Time.
(5) 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. Potential 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 number.

