IntercontinentalExchange Group, Inc.

Form 4

November 14, 2013

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

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Estimated average burden hours per

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

McCarthy Callum

2. Issuer Name and Ticker or Trading

Symbol

11/13/2013

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

IntercontinentalExchange Group, Inc.

[ICE]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X\_ Director Officer (give title below)

10% Owner Other (specify

2100 RIVEREDGE PARKWAY, SUITE 500

(Street)

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

ATLANTA, GA 30328

(City)

(State) 1. Title of Security

Common Stock 11/13/2013

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 3. 4. Securities (Instr. 3) (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

(Zip)

Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of 7. Nature of Securities Ownership Beneficially Form: Owned Direct (D) or Indirect Following

Indirect Beneficial Ownership (Instr. 4)

SEC 1474

(9-02)

(A) or Code V Amount (D)

Transaction(s) (Instr. 4)

(Instr. 3 and 4)

Reported

Price 4,922

Deferred

4.922 Α

(2)

D

Compensation

11/13/2013

1,081 Α

<u>(3)</u>

1,081

D

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N			
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Treporting of their remark and their	Director	10% Owner	Officer	Other			
McCarthy Callum 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328	X						
Signatures							

/s/ Andrew J. Surdykowski, Attorney-in-fact

11/14/2013

\*\*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).

Merger dated as of March 19, 2013, by and among IntercontinentalExchange, Inc. ("ICE"), IntercontinentalExchange Group, Inc. ("ICE 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).

As of the effective time (the "Effective Time") of the transactions contemplated by the Amended and Restated Agreement and Plan of

- The common stock number referred in Table I is an aggregate number and represents 3,792 shares of common stock of ICE Group and 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.

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.

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