Intercontinental Exchange, Inc.

Form 4

February 17, 2017

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

burden hours per

1(b).

(Print or Type Responses)

1. Name and A Short Johna	Symbol	2. Issuer Name and Ticker or Trading Symbol Intercontinental Exchange, Inc. [ICE]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 5660 NEW NORTHSIDE DRIVE				f Earliest T Day/Year) 017	ransaction			Director 10% Owner X Officer (give title Other (specify below) below) General Counsel & Corp. Sec.			
				mendment, Date Original fonth/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) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	saction Date 2A. Deemed (Day/Year) Execution Date, if any (Month/Day/Year)			4. Securit or(A) or Dis (Instr. 3,	sposed	of (D)	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)	
Common Stock	02/15/2017			Code V A	Amount 45,974 (1)	(D)	Price \$ 0	113,674	D		
Common Stock	02/15/2017			F	21,158 (2)	D	\$ 59.01	92,516	D		
Common Stock	02/16/2017			A	25,076 (3)	A	\$0	117,592	D		
Common Stock	02/16/2017			F	4,015 (2)	D	\$ 58.65	113,577 (4)	D		

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

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SEC 1474 (9-02)

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	Date, if Transaction		Expiration Date		Amoun	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	e		Securiti	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)						
									Amount		
						Date Exercisable		of			
									Number		
				Code V	(A) (D)			S	Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Short Johnathan H 5660 NEW NORTHSIDE DRIVE ATLANTA, GA 30328

General Counsel & Corp. Sec.

Signatures

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

02/17/2017

**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).

Represents shares of the one-time NYSE merger-related performance based restricted stock units granted to the filing person on

(1) conditioned upon the achievement of a minimum level of cumulative consolidated earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance over the three year performance period versus pre-established targets. The restricted stock units vested in full on February 15, 2017. Of the 45,974 shares, 21,158 shares were withheld to satisfy payment of the Issuer's tax withholding obligation.

November 13, 2013. The vesting of the shares of the one-time NYSE merger-related performance based restricted stock units was

- (2) Represents shares of common stock underlying vested restricted stock units that are being withheld to satisfy payment of the Issuer's tax withholding obligation.
- (3) Represents shares of performance based restricted stock units granted to the filing person on January 14, 2016. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2016 earnings before interest, taxes,

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depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vest over three years (1/3 on February 16, 2017, 1/3 on February 16, 2018 and 1/3 on February 16, 2019). Of the 25,076 shares, 8,358 shares were issued on February 17, 2016, of which 4,015 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 16,718 shares are scheduled to be issued on the two remaining vesting dates and taxes for these future issuances will be withheld and reported at the time the shares are issued.

The common stock number referred in Table I is an aggregate number and represents 61,559 shares of common stock and 52,018 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 2017 performance

(4) 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 2018 and will be reported at the time of vesting. The satisfaction of the 2017 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 will be reported at the time of vesting.

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.