

Intercontinental Exchange, Inc.
Form DEFA14A
March 30, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Pursuant to §240.14a-12

**Confidential, for Use of the Commission Only (as permitted by
Rule 14a-6(e)(2))**

INTERCONTINENTAL EXCHANGE, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

- (4) Date Filed:

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 control number.

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Annual Stockholder Meeting and the Availability of
Proxy Materials for the Annual Stockholder Meeting to Be Held on May 19, 2017.**

INTERCONTINENTAL EXCHANGE, INC.

INTERCONTINENTAL EXCHANGE, INC.

5660 NEW NORTHSIDE DRIVE

THIRD FLOOR

ATLANTA, GA 30328

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 21, 2017
Date: May 19, 2017 **Time:** 8:30 a.m., local time
Location: St. Regis Atlanta
Eighty-Eight West Paces Ferry Road

Atlanta, GA 30305

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE OF ANNUAL MEETING AND PROXY STATEMENT
FORM 10-K

ANNUAL REPORT WITH

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit:
www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 5, 2017 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Voting Items

The Board of Directors recommends you vote FOR Proposals 1, 2, 4, 5, 6, 7 and 8, 1 Year on Proposal 3 and AGAINST Proposal 9.

1. Election of Directors

Nominees:

To be elected for terms expiring in 2018:

1a. Ann M. Cairns

1b. Charles R. Crisp

1c. Duriya M. Farooqui

1d. Jean-Marc Forneri

1e. The Rt. Hon. the Lord Hague of Richmond

1f. Fred W. Hatfield

1g. Thomas E. Noonan

1h. Frederic V. Salerno

- 1i. Jeffrey C. Sprecher
- 1j. Judith A. Sprieser
- 1k. Vincent Tese
- 2. To approve, by non-binding vote, the advisory resolution on executive compensation for named executive officers.
- 3. To approve, by non-binding vote, the advisory resolution on the frequency of future advisory votes on executive compensation.
- 4. To approve the Intercontinental Exchange, Inc. 2017 Omnibus Employee Incentive Plan.
- 5. To approve an amendment to the Intercontinental Exchange, Inc. 2013 Omnibus Non-Employee Director Incentive Plan to add an aggregate annual compensation limit.
- 6. To approve the adoption of our Fourth Amended and Restated Certificate of Incorporation to update and streamline references to our national securities exchange subsidiaries, their members, and the holding companies that control such exchanges, and delete references to certain other subsidiaries.
- 7. To approve the adoption of our Fourth Amended and Restated Certificate of Incorporation to remove an obsolete proviso cross-referencing a section of our Bylaws that was deleted after the sale of the Euronext business in 2014.
- 8. Ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017.

9. Stockholder proposal regarding the preparation of a report assessing ESG market disclosure expectations.

Note: In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.

