

Intercontinental Exchange, Inc.  
Form 8-K  
January 22, 2016

**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): January 20, 2016**

**INTERCONTINENTAL EXCHANGE, INC.**

(Exact Name of Registrant as Specified in Charter)

Delaware                              001-36198      46-2286804

(State or other jurisdiction of (Commission (I.R.S. Employer Identification  
incorporation)                      File No.)      Number)

5660 New Northside Drive, Third Floor, Atlanta, Georgia 30328

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (770) 857-4700

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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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On January 20, 2016, the board of directors (the “Board”) of Intercontinental Exchange, Inc. (the “Company”), approved a further amendment and restatement of the Company’s Fifth Amended and Restated Bylaws (as so amended, the “Bylaws”), to implement proxy access. As the owner of registered national securities exchanges (including the New York Stock Exchange), the Company is required to obtain approval from the U.S. Securities and Exchange Commission for any amendments to its governing documents. The Bylaws will become effective upon such approval.

The Bylaws include a new Section 2.15 that permits a stockholder, or a group of up to twenty stockholders, owning at least three percent of the Company’s outstanding shares of common stock continuously for at least three years to nominate and include in the Company’s annual meeting proxy materials director nominees constituting up to twenty percent of the number of directors currently serving on the Board, but no less than two, provided that the stockholder(s) and nominee(s) satisfy the requirements specified in the Bylaws.

The Bylaws also include changes to the advance notice provisions in Section 2.13 to account for proxy access.

The foregoing description is qualified in its entirety by reference to the full text of the Bylaws, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

3.1 Proposed Sixth Amended and Restated Bylaws of Intercontinental Exchange, Inc. (to become effective following approval of the U.S. Securities and Exchange Commission).

**SIGNATURES**

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: January 22, 2016 By: /s/ Andrew J. Surdykowski  
Andrew J. Surdykowski  
Senior Vice President, Associate General Counsel