

INTERCONTINENTALEXCHANGE INC

Form 8-K/A

February 14, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

(Amendment No.1)

**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 12, 2007

INTERCONTINENTALEXCHANGE, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

001-3261

58-2555670

(State or other jurisdiction
of incorporation)

(Commission
File No.)

(I.R.S. Employer
Identification Number)

2100 RiverEdge Parkway, Suite 500, Atlanta, Georgia 30328

(Address of Principal Executive Offices) (Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions (see General Instruction A.2. below):

- ☐ 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))
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Item 2.01 COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS

On January 12, 2007, IntercontinentalExchange, Inc. (ICE) filed a Current Report on Form 8-K (the Form 8-K) announcing the completion of its merger transaction with the Board of Trade of the City of New York, Inc. ICE incorporates the Form 8-K into this document by reference and hereby amends the Form 8-K to include the financial statements required below.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial Statements of Business Acquired

The financial statements required to be filed under this item were previously reported in ICE s Registration on Form S-4 (File No. 333-138312), which was declared effective by the Securities and Exchange Commission on November 17, 2006. These financial statements are incorporated into this document by reference.

(b) Pro Forma Financial Information

The financial statements required to be filed under this item were previously reported in ICE s Registration on Form S-4 (File No. 333-138312), which was declared effective by the Securities and Exchange Commission on November 17, 2006. These financial statements are incorporated into this document by reference.

(d) Exhibits

The following exhibits are filed as part of this Current Report on Form 8-K/A:

Exhibit No.	Description
2.1	Merger Agreement, dated as of September 14, 2006, among IntercontinentalExchange, Inc., The Board of Trade of the City of New York, Inc. and CFC Acquisition Co. (incorporated by reference to Exhibit 2.1 of ICE s Registration Statement on Form S-4, filed with the SEC on October 31, 2006, File No. 333-138312).*
2.2	First Amendment to Merger Agreement, dated as of October 30, 2006, among IntercontinentalExchange, Inc., The Board of Trade of the City of New York, Inc. and CFC Acquisition Co. (incorporated by reference to Exhibit 2.2 of ICE s Registration Statement on Form S-4, filed with the SEC on October 31, 2006, File No. 333-138312).*
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.

* Previously filed

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K/A to be signed on its behalf by the undersigned hereunto duly authorized.

INTERCONTINENTALEXCHANGE,
INC.

/s/ Richard V. Spencer
Richard V. Spencer
Senior Vice President, Chief Financial
Officer

Date: February 14, 2007

EXHIBIT INDEX

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