IntercontinentalExchange Group, Inc.

Form 4

November 14, 2013

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

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

may continue. See Instruction

1(b).

(Print or Type Responses)

Marcial Edwin D Issuer Symbol IntercontinentalExchange Group, Inc. (Check all applicable) [ICE] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X\_ Officer (give title (Month/Day/Year) below) 2100 RIVEREDGE 11/13/2013 Chief Technology Officer

2. Issuer Name and Ticker or Trading

PARKWAY, SUITE 500

1. Name and Address of Reporting Person \*

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

ATLANTA, GA 30328

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

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Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities Acquired 5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 3. 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V (D) Price Amount Common D

18,967 11/13/2013 18,967 (2)Stock

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy) Holding (3)	\$ 104.23	11/13/2013		A	5,647	<u>(4)</u>	12/22/2016	Common Stock	5,647
Employee Stock Option (right to buy) Holding (3)	\$ 189.43	11/13/2013		A	6,450	<u>(4)</u>	12/28/2017	Common Stock	6,450
Employee Stock Option (right to buy) Holding (3)	\$ 80.17	11/13/2013		A	4,916	<u>(4)</u>	12/16/2018	Common Stock	4,916
Employee Stock Option (right to buy) Holding (3)	\$ 106	11/13/2013		A	6,575	<u>(4)</u>	12/10/2019	Common Stock	6,575
Employee Stock Option (right to buy) Holding (3)	\$ 112.15	11/13/2013		A	5,767	<u>(5)</u>	01/17/2022	Common Stock	5,767
Employee Stock Option (right to buy) Holding (3)	\$ 129.36	11/13/2013		A	8,135	<u>(6)</u>	01/11/2023	Common Stock	8,135

Empoyee Stock Option

buy)
Holding (3)

Option \$112.48

112.48 11/13/2013

A 5,412

<u>(7)</u> 01/11/2021

Common Stock

5,412

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Relationships

Marcial Edwin D 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328

Chief Technology Officer

# **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 performance based 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 performance based 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 11,852 shares of common stock of ICE Group and 7,115 unvested performance based restricted stock units of ICE Group, for which the performance period has been satisfied. The performance based restricted stock units vest over a three year period, in which 33.33% of the performance based restricted stock units vest each year on the anniversary of the respective grant dates.
- As of the Effective Time, each ICE employee stock option was converted into an ICE Group employee stock option on the same terms and conditions (including vesting schedule and per share exercise price) as applied to such ICE stock option immediately prior to the Effective Time.
- (4) These options are fully vested.
- (5) 33.33% of the options vested on January 17, 2013, the first anniversary date of grant, and the remaining 66.67% of the options either have vested or will vest in equal monthly installments between February 17, 2013 and January 17, 2015.
- (6) 33.33% of the options vest on January 11, 2014, the first anniversary date of grant, and the remaining 66.67% of the options either have vested or will vest in equal monthly installments between February 11, 2014 and January 11, 2016.
- (7) 33.33% of the options vested on January 17, 2012, the first anniversary date of grant, and the remaining 66.67% of the options either have vested or will vest in equal monthly installments between February 11, 2012 and January 11, 2014.

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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