

IntercontinentalExchange Group, Inc.
 Form 4
 November 14, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Sprecher Jeffrey C

2. Issuer Name and Ticker or Trading Symbol
 IntercontinentalExchange Group, Inc.
 [ICE]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 2100 RIVEREDGE
 PARKWAY, SUITE 500
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/13/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

ATLANTA, GA 30328

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/13/2013 | | A | | 262,668 | A | <u>(1)</u> <u>(2)</u> |
| Common Stock | 11/13/2013 | | A | | 1,013,341 | A | <u>(3)</u> |
| Common Stock | 11/13/2013 | | A | | 24,030 | A | <u>(4)</u> <u>(5)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474
 (9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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. Transaction Code (Instr. 8) | 5. Number of 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 ⁽⁶⁾ | \$ 104.23 | 11/13/2013 | | A | 36,802 | ⁽⁷⁾ 12/22/2016 | | Common Stock | 36,802 |
| Employee Stock Option (right to buy) Holding ⁽⁶⁾ | \$ 189.43 | 11/13/2013 | | A | 14,550 | ⁽⁷⁾ 12/28/2017 | | Common Stock | 14,550 |
| Employee Stock Option (right to buy) Holding ⁽⁶⁾ | \$ 189.43 | 11/13/2013 | | A | 2,220 | ⁽⁷⁾ 12/28/2017 | | Common Stock | 2,220 |
| Employee Stock Option (right to buy) Holding ⁽⁶⁾ | \$ 80.17 | 11/13/2013 | | A | 27,432 | ⁽⁷⁾ 12/16/2018 | | Common Stock | 27,432 |
| Employee Stock Option (right to buy) Holding ⁽⁶⁾ | \$ 80.17 | 11/13/2013 | | A | 1,363 | ⁽⁷⁾ 12/16/2018 | | Common Stock | 1,363 |
| Employee Stock | \$ 106 | 11/13/2013 | | A | 26,672 | ⁽⁷⁾ 12/10/2019 | | Common Stock | 26,672 |

| | | | | | | | | | |
|--|-----------|------------|---|--------|-----------------|------------|-----------------|--------|--|
| Option (right to buy) Holding ⁽⁶⁾ | | | | | | | | | |
| Employee Stock Option (right to buy) Holding ⁽⁶⁾ | \$ 106 | 11/13/2013 | A | 998 | ⁽⁷⁾ | 12/10/2019 | Common Stock | 998 | |
| Employee Stock Option (right to buy) Holding ⁽⁶⁾ | \$ 112.15 | 11/13/2013 | A | 23,071 | ⁽⁸⁾ | 01/17/2022 | Common Stock | 23,071 | |
| Employee Stock Option (right to buy) Holding ⁽⁶⁾ | \$ 112.15 | 11/13/2013 | A | 2,768 | ⁽⁸⁾ | 01/17/2022 | Common Stock | 2,768 | |
| Employee Stock Option (right to buy) Holding ⁽⁶⁾ | \$ 129.36 | 11/13/2013 | A | 32,543 | ⁽⁹⁾ | 01/11/2023 | Common Stock | 32,543 | |
| Employee Stock Option (right to buy) Holding ⁽⁶⁾ | \$ 129.36 | 11/13/2013 | A | 3,905 | ⁽⁹⁾ | 01/11/2023 | Common Stock | 3,905 | |
| Employee Stock Option (right to buy) Holding ⁽⁶⁾ | \$ 104.23 | 11/13/2013 | A | 6,050 | ⁽⁷⁾ | 12/22/2016 | Common Stock | 6,050 | |
| Employee Stock Option (right to buy) Holding ⁽⁶⁾ | \$ 35.08 | 11/13/2013 | A | 3,529 | ⁽⁷⁾ | 12/28/2015 | Common Stock | 3,529 | |
| | \$ 112.48 | 11/13/2013 | A | 22,453 | ⁽¹⁰⁾ | 01/11/2021 | | 22,453 | |

| Employee Stock Option (right to buy) Holding ⁽⁶⁾ | | | | | | | | Common Stock |
|--|-----------|------------|---|-------|-----------------|------------|-----------------|-----------------|
| Employee Stock Option (right to buy) Holding ⁽⁶⁾ | \$ 112.48 | 11/13/2013 | A | 2,660 | ⁽¹⁰⁾ | 01/11/2021 | Common Stock | 2,660 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sprecher Jeffrey C 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328 | X | | Chief Executive Officer | |

Signatures

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

11/14/2013

⁽⁶⁾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).

(1) As of the effective time (the "Effective Time") of the transactions contemplated by the Amended and Restated Agreement and Plan of 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).

(2) The common stock number referred in Table I is an aggregate number and represents 233,645 shares of common stock of ICE Group and 29,023 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.

(3) As of the Effective Time of the transactions contemplated by the Merger Agreement, each share of common stock of ICE held by the reporting person was converted into one share of common stock of ICE Group. These shares are beneficially owned directly by Continental Power Exchange, Inc. ("CPEX"). Mr. Sprecher beneficially owns 100% of the equity interest in CPEX directly. Additionally, as previously reported, the reporting person also owns shares directly and indirectly own shares that are beneficially owned directly by the reporting person's spouse for which the reporting person disclaims beneficial ownership.

(4) As of the Effective Time of the Merger Agreement, each share of common stock of ICE and each performance based restricted stock unit and restricted stock unit of ICE held by the reporting person was converted into one share of common stock of ICE Group, one substantially equivalent performance based restricted stock unit of ICE Group or one substantially equivalent restricted stock unit of ICE Group, respectively. The common stock number referred in Table I is an aggregate number and represents 19,881 shares of common

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stock of ICE and 3,471 unvested performance based restricted stock units of ICE for which the performance period has been satisfied, and 678 restricted stock units of ICE. 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.

(5) As previously reported, the reporting person also indirectly owns 1,013,341 shares that are beneficially owned directly by CPEX. The reporting person beneficially owns 100% of the equity interest in CPEX. Additionally, as previously reported, the reporting person also beneficially owns shares directly.

(6) 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.

(7) These options are fully vested.

(8) 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.

(9) 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.

(10) 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.

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