

IntercontinentalExchange Group, Inc.
Form 3
March 04, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Cerutti Dominique | | (Month/Day/Year) | IntercontinentalExchange Group, Inc. [ICE] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 2100 RIVEREDGE PARKWAY,Â SUITE 500 | | 02/27/2014 | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| ATLANTA,Â GAÂ 30328 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Pres&Deputy CEO, NYSE | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | Euronext | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 62,297 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | | | |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | Other |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | |
| Cerutti Dominique 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328 | ^ | ^ | ^ Pres&Deputy CEO, NYSE Euronext | ^ |

Signatures

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

03/04/2014

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The common stock number referred to in Table I is an aggregate number and represents 53,577 shares of common stock and 8,720 restricted stock units of ICE Group. The restricted stock units vest on February 6, 2016.

^

Remarks:

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned does hereby make, constitute and ratify all that the undersigned shall hereinafter do or cause to be done in and to the exercise of the powers herein granted to the undersigned and the undersigned shall remain in full force and effect until either revoked in writing

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of March 4, 2014.

/s/Dominique Cerutti

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.