

Intercontinental Exchange, Inc.  
Form 8-K  
May 19, 2015

**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): May 15, 2015**

**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

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))

Item 1.01 Entry into a Material Definitive Agreement.

On May 15, 2015, Intercontinental Exchange, Inc., as parent borrower, and its subsidiary ICE Europe Parent Limited, as subsidiary borrower, entered into an amendment to its \$3.0 billion senior unsecured revolving credit facility (the "Credit Agreement Amendment") with Wells Fargo Bank, National Association, as administrative agent, issuing lender and swingline lender, Bank of America, N.A., as syndication agent, and the lenders party thereto. The Credit Agreement Amendment removes from the definition of "Change of Control" the trigger related to certain changes in the composition of the Intercontinental Exchange's board of directors by reference to the concept of "Continuing Directors" and eliminates the defined term "Continuing Directors".

The preceding description of the Credit Agreement Amendment is not a complete description of the terms of the document, and is qualified in its entirety by reference to the text of the amendment, a copy of which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders

(a) The Annual Meeting of Stockholders of Intercontinental Exchange, Inc. was held on May 15, 2015. At the close of business on March 17, 2015, which was the record date for the determination of stockholders entitled to vote at the Annual Meeting, there were 111,753,632 outstanding shares of common stock eligible to vote at the Annual Meeting, constituting all of the outstanding voting securities of Intercontinental Exchange, Inc.

(b) The results of the matters submitted to a stockholder vote at the Annual Meeting are as follows:

1. Election of Directors: Our stockholders elected the following ten directors to each serve a one-year term expiring on the date of the 2016 Annual Meeting of Stockholders or until his or her earlier resignation or successor has been duly elected and qualified:

|                           | <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|---------------------------|------------|----------------|----------------|-------------------------|
| Charles R. Crisp          | 87,748,773 | 1,448,411      | 179,574        | 6,008,290               |
| Jean-Marc Forneri         | 87,386,509 | 1,807,146      | 183,103        | 6,008,290               |
| Fred W. Hatfield          | 88,538,058 | 655,818        | 182,882        | 6,008,290               |
| Terrence F. Martell, Ph.D | 88,628,790 | 568,445        | 179,523        | 6,008,290               |
| Sir Callum McCarthy       | 88,608,862 | 588,593        | 179,303        | 6,008,290               |
| Sir Robert Reid           | 87,269,928 | 1,923,567      | 183,263        | 6,008,290               |
| Frederic V. Salerno       | 81,525,522 | 7,668,482      | 182,754        | 6,008,290               |

Jeffrey C. Sprecher 85,745,440 3,071,729 559,589 6,008,290  
 Judith A. Sprieser 87,937,216 1,256,876 182,666 6,008,290  
 Vincent Tese 81,983,146 7,213,814 179,798

2. Advisory Resolution on Executive Compensation: Our stockholders approved the proposal on executive compensation. As previously disclosed, our Board of Directors has determined to hold advisory votes on executive compensation annually.

|                   |                       |                       |                                |
|-------------------|-----------------------|-----------------------|--------------------------------|
| <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> | <b><u>Broker Non-Votes</u></b> |
|                   |                       |                       | 6,008,290                      |
| 86,761,286        | 2,254,315             | 361,157               |                                |

3. Ratification of Appointment of Independent Registered Public Accounting Firm: Our stockholders ratified the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015.

|                   |                       |                       |
|-------------------|-----------------------|-----------------------|
| <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> |
|                   |                       | 180,707               |
| 94,475,029        | 729,312               |                       |

4. Approval of the amendment to our Amended and Restated Certificate of Incorporation: Our stockholders approved the amendment to our Amended and Restated Certificate of Incorporation to delete provisions no longer applicable to us following our sale of Euronext.

|                   |                       |                       |
|-------------------|-----------------------|-----------------------|
| <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> |
| 95,047,322        |                       |                       |
|                   | 54,258                | 283,468               |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

|                       |                           |
|-----------------------|---------------------------|
| <b><u>Exhibit</u></b> | <b><u>Description</u></b> |
| <b><u>No.</u></b>     |                           |

|      |   |
|------|---|
| 10.1 | First Amendment to Credit Agreement dated May 15, 2015 amending Credit Agreement originally dated April 3, 2014 among Intercontinental Exchange, Inc. (formerly known as IntercontinentalExchange Group, Inc.) and ICE Europe Parent Limited, as borrowers, Wells Fargo Bank, National Association, as administrative agent, issuing lender and swingline lender, Bank of America, N.A., as syndication agent, and each of the lenders party thereto for an aggregate \$3.0 billion five-year senior unsecured revolving credit facility. |
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

INTERCONTINENTAL EXCHANGE, INC.

Date: May 19, 2015 By: /s/ Andrew J. Surdykowski  
Andrew J. Surdykowski  
Senior Vice President, Associate General Counsel