

Intercontinental Exchange, Inc.  
Form 8-K  
May 21, 2018

**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 18, 2018**

**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

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

(a) The Annual Meeting of Stockholders of the Company was held on May 18, 2018. At the close of business on March 20, 2018, which was the record date for the determination of stockholders entitled to vote at the Annual Meeting, there were 580,976,087 outstanding shares of common stock eligible to vote at the Annual Meeting, constituting all of the outstanding voting securities of the Company.

(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 twelve directors to each serve a one-year term expiring on the date of the 2019 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> |
|------------------------|-------------|----------------|----------------|-------------------------|
| Sharon Y. Bowen        | 484,666,365 | 275,919        | 267,509        | 33,950,567              |
| Ann M. Cairns          | 484,606,747 | 343,518        | 259,528        | 33,950,567              |
| Charles R. Crisp       | 468,714,345 | 16,220,371     | 275,077        | 33,950,567              |
| Duriya M. Farooqui     | 484,617,483 | 307,201        | 285,109        | 33,950,567              |
| Jean-Marc Forneri      | 469,814,985 | 15,131,139     | 263,669        | 33,950,567              |
| Lord Hague of Richmond | 483,841,194 | 1,080,963      | 287,636        | 33,950,567              |
| Frederick W. Hatfield  | 477,787,539 | 7,144,716      | 277,538        | 33,950,567              |
| Thomas E. Noonan       | 484,626,164 | 294,850        | 288,779        | 33,950,567              |
| Frederic V. Salerno    | 416,641,727 | 67,135,896     | 1,432,170      | 33,950,567              |
| Jeffrey C. Sprecher    | 471,966,057 | 9,770,486      | 3,473,250      | 33,950,567              |
| Judith A. Sprieser     | 474,080,690 | 10,869,266     | 259,837        | 33,950,567              |
| Vincent Tese           | 371,438,569 | 113,486,349    | 284,875        | 33,950,567              |

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

| <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 466,407,707 | 18,328,583     | 473,503        | 33,950,567              |

3. Approval of the 2018 Employee Stock Purchase Plan: Our stockholders approved the 2018 Employee Stock Purchase Plan.

| <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 480,939,590 | 4,094,468      | 175,735        | 33,950,567              |

4. 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, 2018.

| <u>For</u>  | <u>Against</u> | <u>Abstain</u> |
|-------------|----------------|----------------|
| 511,849,835 | 6,990,417      | 320,108        |

**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 21, 2018 By: /s/ Andrew J. Surdykowski  
Andrew J. Surdykowski  
Senior Vice President, Associate General Counsel