

INTERCONTINENTALEXCHANGE INC  
Form 8-K  
May 16, 2011

**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 16, 2011**

**INTERCONTINENTALEXCHANGE, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**001-32671**  
**(Commission File Number)**

**58-2555670**  
**(IRS Employer**

**of incorporation)**

**Identification No.)**

**2100 RiverEdge Parkway, Suite 500, Atlanta, GA**  
**(Address of principal executive offices)**

**30328**  
**(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 registrant under any of the following provisions:

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- “ 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 8.01 Other Events.**

On May 16, 2011, IntercontinentalExchange, Inc. ( ICE ) and The NASDAQ OMX Group, Inc. ( NASDAQ OMX ) issued a joint press release announcing that following discussions with the Antitrust Division of the U.S. Department of Justice, they are withdrawing the joint proposal they made in April 2011 to acquire NYSE Euronext and will not commence the previously announced exchange offer to acquire all of the outstanding shares of NYSE Euronext. ICE and NASDAQ OMX made the decision to withdraw their proposal when it became clear that they would not be successful in securing regulatory approval for their joint proposal. The press release is attached as Exhibit 99.1 to this Current Report and is incorporated into this Item 8.01 by reference. ICE assumes no duty to update this Current Report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit is filed as part of this Current Report on Form 8-K:

99.1 ICE and NASDAQ OMX Joint Press Release, dated May 16, 2011.

**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.

INTERCONTINENTALEXCHANGE, INC.

Date: May 16, 2011

By: /s/ Andrew J. Surdykowski  
Andrew J. Surdykowski  
Vice President & Associate General Counsel