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Page 1 of * 42		SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4		File No. * SR 2025 - * 44 Amendment No. (req. for Amendments *)	
Filing by NYSE Arca, Inc. Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934					
Initial * <input checked="" type="checkbox"/>		Amendment * <input type="checkbox"/>		Withdrawal <input type="checkbox"/>	
Section 19(b)(2) * <input type="checkbox"/>		Section 19(b)(3)(A) * <input checked="" type="checkbox"/>		Section 19(b)(3)(B) * <input type="checkbox"/>	
Pilot <input type="checkbox"/>		Extension of Time Period for Commission Action * <input type="checkbox"/>		Date Expires * <input type="text"/>	
		Rule			
		<input type="checkbox"/> 19b-4(f)(1)		<input type="checkbox"/> 19b-4(f)(4)	
		<input type="checkbox"/> 19b-4(f)(2)		<input type="checkbox"/> 19b-4(f)(5)	
		<input type="checkbox"/> 19b-4(f)(3)		<input checked="" type="checkbox"/> 19b-4(f)(6)	
Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010 Section 806(e)(1) * <input type="checkbox"/>			Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 Section 3C(b)(2) * <input type="checkbox"/>		
Exhibit 2 Sent As Paper Document <input type="checkbox"/>			Exhibit 3 Sent As Paper Document <input type="checkbox"/>		
Description Provide a brief description of the action (limit 250 characters, required when Initial is checked *). <div>Proposal to amend the Sixth Amended and Restated Certificate of Incorporation of Intercontinental Exchange, Inc. and Ninth Amended and Restated Certificate of Incorporation of Intercontinental Exchange Holdings, Inc.</div>					
Contact Information Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action. First Name * Martha Last Name * Redding Title * Associate General Counsel, NYSE Group Inc. E-mail * Martha.Redding@ice.com Telephone * (212) 656-2938 Fax (212) 656-8101					
Signature Pursuant to the requirements of the Securities Exchange of 1934, NYSE Arca, Inc. has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized. Date 06/16/2025 (Title *) By David De Gregorio Associate General Counsel (Name *) <div>NOTE: Clicking the signature block at right will initiate digitally signing the form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.</div> <div>David De Gregorio Digitally signed by David De Gregorio Date: 2025.06.16 15:44:03 -04'00'</div>					

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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Form 19b-4 Information *

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change *

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Ex. 1 NYSE Arca 19b4.docx

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 1A - Notice of Proposed Rule Change, Security-Based Swap Submission, or Advanced Notice by Clearing Agencies *

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2- Notices, Written Comments, Transcripts, Other Communications

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Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

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Exhibit Sent As Paper Document

Exhibit 3 - Form, Report, or Questionnaire

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Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

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Exhibit Sent As Paper Document

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

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Exhibit 5B for prefilling.docx

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of the Proposed Rule Change

- (a) Pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”)¹ and Rule 19b-4 thereunder,² NYSE Arca, Inc. (“NYSE Arca” or the “Exchange”) proposes to amend the Sixth Amended and Restated Certificate of Incorporation of Intercontinental Exchange, Inc. (“ICE”) and Ninth Amended and Restated Certificate of Incorporation of Intercontinental Exchange Holdings, Inc. (“ICE Holdings”) to reflect regulations relating to security-based swap execution facilities (“SBSEFs”), update the registered office in the State of Delaware, and make non-substantive and conforming changes.

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1, and the text of the proposed rule change is attached as Exhibit 5.

- (b) The Exchange does not believe that the proposed rule change will have any direct effect, or significant indirect effect, on the application of any other Exchange rule in effect at the time of this filing.
- (c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The Board of Directors of ICE (“ICE Board”) and stockholders of ICE have approved the proposed changes to the Sixth Amended and Restated Certificate of Incorporation of ICE (“ICE Current Certificate of Incorporation”). The stockholder of ICE Holdings has approved the proposed changes to the Ninth Amended and Restated Certificate of ICE Holdings (“ICE Holdings Current Certificate of Incorporation”). No further action is required under the Exchange’s governing documents. Therefore, the Exchange’s internal procedures with respect to the proposed rule change are complete.

The person on the Exchange Staff prepared to respond to questions and comments on the proposed rule change is:

Martha M. Redding
Corporate Secretary
NYSE Group, Inc.
212 656 2938

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

3. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

(a) Purpose

The Exchange proposes to amend the ICE Current Certificate of Incorporation and ICE Holdings Current Certificate of Incorporation (together, the “Current Certificates”) to reflect regulations relating to SBSEFs, update the registered office in the State of Delaware, and make non-substantive and conforming changes.³ No change is proposed to the certificate of incorporation or bylaws of the Exchange.

The changes to the ICE Current Certificate of Incorporation described herein would become operative upon the proposed Seventh Amended and Restated Certificate of Incorporation (“ICE Proposed Certificate of Incorporation”) becoming effective pursuant to its filing with the Secretary of State of the State of Delaware. The changes to the ICE Holdings Current Certificate of Incorporation described herein would become operative upon the proposed Tenth Amended and Restated Certificate of Incorporation (“ICE Holdings Proposed Certificate of Incorporation” and, together with the ICE Proposed Certificate of Incorporation, the “Proposed Certificates”) becoming effective pursuant to its filing with the Secretary of State of the State of Delaware.

Changes Related to SBSEFs

Securities and Exchange Commission (“Commission”) regulations extend limitations on stockholder voting and ownership to SBSEFs.⁴ Because ICE’s subsidiary ICE Swap Trade, LLC (“IST”) has registered with the Commission as an SBSEF, these Commission regulations apply.

IST has adopted Rule 410 (Ownership Limitation),⁵ which IST has advised the Exchange was designed to incorporate the requirements of 17 CFR 242.834 (“Rule 834”) into the rules of the SBSEF. Additionally, ICE and ICE Holdings intend to amend their Current Certificates as described below.

ICE Proposed Certificate of Incorporation

The ICE Current Certificate of Incorporation would be amended as follows.

³ ICE is the sole shareholder of ICE Holdings. ICE Holdings is the parent company of ICE Swap Trade, LLC. ICE Holdings is also the sole shareholder of NYSE Holdings LLC, which is the sole shareholder of NYSE Group, Inc., the parent company of the Exchange.

⁴ See 17 CFR 242.834. See also Securities Exchange Act Release No. 98845 (November 2, 2023), 88 FR 87156 (December 15, 2023) (Security-Based Swap Execution and Registration and Regulation of Security-Based Swap Execution Facilities) (adopting new Regulation SE, consisting of 17 CFR 242.800 through 17 CFR 242.835), effective February 13, 2024).

⁵ See ICE Swap Trade, LLC Submission No. 25-02 (SBSF-ICES-2025-002).

First, Article V (Limitations on Voting and Ownership) has limitations on stockholder voting and ownership that apply so long as ICE directly or indirectly controls a national securities exchange registered under the Act, such as the Exchange. These would be amended to also apply so long as ICE directly or indirectly controls a SBSEF registered under the Exchange Act, as follows:

- The first sentence of Article V(A)(1) (Voting Limitation), would be amended to add “or a security-based swap execution facility registered under Section 3D of the Exchange Act” immediately prior to (a).
- The end of Article V(A)(2) would be modified by adding “(and, with respect to a security-based swap execution facility registered under Section 3D of the Exchange Act, such resolution shall have been submitted to the SEC under Rule 242.806 or 242.807 under Regulation SE under the Exchange Act, shall have been approved by the SEC (if applicable) and shall have become effective thereunder)” to the existing (c).
- Article V(A)(3)(a) would be modified by adding text to the start of (i) as follows (proposed additions double underlined):

(i) will not impair the ability of any national securities exchange registered under Section 6 of the Exchange Act or any security-based swap execution facility registered under Section 3D of the Exchange Act, in any case that is directly or indirectly controlled by the Corporation (each such national securities exchange or security-based swap execution facility so controlled, an “Exchange”),

- The definition of “Member” in Article V(A)(8) would be modified as follows (proposed additions double underlined):

“Member” shall mean, with respect to any national securities exchange, a Person that is a “member” of an Exchange within the meaning of Section 3(a)(3)(A) of the Exchange Act or, with respect to a security-based swap execution facility, a Person that is a “member” within the meaning of Rule 242.802 of Regulation SE under the Exchange Act.

- The definition of “Related Persons” in Article V(A)(10) would be modified as follows (proposed additions double underlined):

(d) in the case of a Person that is a Member, any Person that is associated with such Person (as determined using the definition of “person associated with a member” as defined under Section 3(a)(21) of the Exchange Act (with references therein to a national securities exchange being deemed to include a security-based swap

execution facility));

(e) in the case of a Person that is a natural person and is a Member, any broker or dealer that is also a Member with which such Person is associated (as determined using the definition of “person associated with a member” as defined under Section 3(a)(21) of the Exchange Act (with references therein to a national securities exchange being deemed to include a security-based swap execution facility));

- The end of the concentration limits in Article V(B)(2) (Ownership Concentration Limitation) would be modified by adding the following parenthetical to the existing (c): “(and, with respect to an Exchange that is a security-based swap execution facility, such resolution shall have been submitted to the SEC pursuant to Rule 242.806 or 242.807 of Regulation SE under the Exchange Act, shall have been approved by the SEC (if applicable) and shall have become effective thereunder)”.

Second, Article X (Amendments) of the ICE Current Certificate of Incorporation requires any amendment to, or repeal of any provision in, the ICE Current Certification of Incorporation to be filed with, or filed with and approved by, the Commission. These would be amended to also apply so long as ICE directly or indirectly controls a SBSEF registered under the Exchange Act.

To do so, the second sentence of Article X would be amended to add “(or, in the case of a security-based swap execution facility, Rule 242.806 or 242.807 under Regulation SE under the Exchange Act)” immediately following “the rules promulgated thereunder”. In this way, the ICE Proposed Certificate of Incorporation would provide that, if the board of directors of any controlled SBSEF determines that any amendment or repeal must be filed with or filed with and approved by the Commission under Rule 242.806 or 242.807 of Regulation SE before such amendment or repeal may be effectuated, then such amendment or repeal shall not be effectuated until so filed with or filed with and approved by the Commission.

ICE Holdings Proposed Certificate of Incorporation

The ICE Holdings Current Certificate of Incorporation would be amended as follows.

- A new paragraph would be added to Article V(A) (Voting Limitations) as follows (all text new):
 4. In addition to the limitations in subsections 1-3 above of this Section A of Article V, for so long as the Corporation shall directly or indirectly control a security-based swap execution facility registered under Section 3D of the Exchange Act (each

security-based swap execution facility so controlled, an “SBSEF”), no SBSEF Member (as defined below), either alone or together with its Related Persons, shall be entitled directly or indirectly to vote, cause the voting of, or give any consent or proxy with respect to the voting of, any interest that exceeds 20% of the voting power of any class of securities or of other ownership interest in the Corporation (such threshold being hereinafter referred to as the “SBSEF Voting Limitation”), and the Corporation shall disregard any such votes purported to be cast in excess of the SBSEF Voting Limitation.

- The text after “enforced against such Record Owner” in current Article V(A)(5) (Article V(A)(6) of the ICE Holdings Proposed Certificate of Incorporation) would be amended as follows (proposed deletion in brackets, proposed additions double underlined):

in a manner that will accomplish the Voting Limitation, [and] the Recalculated Voting Limitation and the SBSEF Voting Limitation applicable to such Person and its Related Persons.

- Paragraphs (d) and (e) of the definition of “Related Persons” in current Article V(A)(10) (Article V(A)(11) of the ICE Holdings Proposed Certificate of Incorporation) would be amended as follows (proposed additions double underlined):

(d) in the case of a Person that is a Member or SBSEF Member, any Person that is associated with such Person (as determined using the definition of “person associated with a member” as defined under Section 3(a)(21) of the Exchange Act (with references therein to a national securities exchange being deemed to include a security-based swap execution facility));

(e) in the case of a Person that is a natural person and is a Member or SBSEF Member, any broker or dealer that is also a Member or SBSEF Member with which such Person is associated (as determined using the definition of “person associated with a member” as defined under Section 3(a)(21) of the Exchange Act (with references therein to a national securities exchange being deemed to include a security-based swap execution facility));

- The definition of “SBSEF Member” would be added as new Article V(A)(12), as follows (all text new):

12. “SBSEF Member” means, with respect to a security-based swap execution facility, a Person that is a “member” within the

meaning of Rule 242.802 of Regulation SE under the Exchange Act.

- A new paragraph would be added to Article V(B) (Ownership Concentration Limitation) as follows (all text new):

5. In addition to the limitations in subsections 1-4 above of this Section B of Article V, for so long as the Corporation shall directly or indirectly control any SBSEF, no SBSEF Member, either alone or together with its Related Persons, shall be permitted at any time to own, directly or indirectly, 20% or more of any class of voting securities or of other voting interest in the Corporation (the “SBSEF Concentration Limitation”). If any SBSEF Member, either alone or together with its Related Persons, at any time beneficially owns voting securities or other voting interest in the Corporation in excess of the SBSEF Concentration Limitation, such SBSEF Member and its Related Persons shall be obligated to sell promptly, and the Corporation shall be obligated to purchase promptly, at a price equal to the par value of such voting securities or other voting interest and to the extent funds are legally available therefor, that number of voting securities or other voting interest of the Corporation necessary so that such SBSEF Member, together with its Related Persons, shall beneficially own, directly or indirectly, less than 20% of any class of voting securities or of other voting interest in the Corporation, after taking into account that such repurchased voting securities or other voting interest shall become treasury shares and shall no longer be deemed to be outstanding.

- The second clause of current Article V(B)(5) (Article V(B)(6) of the ICE Holdings Proposed Certificate of Incorporation) would be amended as follows (proposed additions double underlined):

provided, however, that, if any Transfer of any shares of stock of the Corporation shall cause any Person, either alone or together with its Related Persons, at any time to beneficially own shares of stock of the Corporation in excess of the Concentration Limitation or SBSEF Concentration Limitation, such Person and its Related Persons shall be obligated to sell promptly, and the Corporation shall be obligated to purchase promptly, shares of stock of the Corporation as specified in Section B.4 or B.5, as applicable, of this ARTICLE V.

- The first sentence of current Article V(B)(6) (Article V(A)(7) of the ICE Holdings Proposed Certificate of Incorporation) would be amended as follows (proposed addition double underlined):

If any share of Common Stock shall be represented by a certificate, a legend shall be placed on such certificate to the effect that such share of Common Stock is subject to the Concentration Limitations and SBSEF Concentration Limitation as set in Section B of this Article V.

- The final clause of Article V(C)(2) (Procedure for Repurchasing Stock) would be amended to add “or SBSEF Concentration Limitation” after “Concentration Limitation”.
- Subclauses (i) and (ii) of the first sentence of Article V(D) (Right to Information; Determinations by the Board of Directors) would be amended as follows (proposed deletion in brackets, proposed additions double underlined):

(i) to be subject to the Voting Limitation, [or] the Recalculated Voting Limitation or the SBSEF Voting Limitation, (ii) to own beneficially (within the meaning of Rules 13d-3 and 13d-5 under the Exchange Act) shares of stock of the Corporation entitled to vote on any matter in excess of the Concentration Limitation or SBSEF Concentration Limitation,
- The parenthetical in the first sentence of Article IX(B) (Quorum) would be amended as follows (proposed deletions in brackets, proposed additions double underlined):

(it being understood that any shares in excess of the Voting Limitation, [or] the Recalculated Voting Limitation or the SBSEF Voting Limitation shall not be counted as present at the meeting and shall not be counted as outstanding shares of stock of the Corporation for purposes of determining whether there is a quorum, unless and only to the extent that the Voting Limitation or the Recalculated Voting Limitation, as applicable, shall have been duly waived pursuant to Section A or Section B of ARTICLE V).

Change in Registered Office

ICE and ICE Holdings are corporations organized under the laws of the State of Delaware. As such, they are both required to have and maintain a registered office and registered agent in the State of Delaware.⁶

The Exchange proposes to change the address of the registered office in both Proposed Certificates to reflect the move of the office of the registered agent. No change is proposed to the registered agent. Accordingly, Article II of both Proposed Certificates would be amended to provide that the address of the

⁶ See Del. Code tit 8, §§131 and 132.

registered office in the State of Delaware, County of New Castle, is 1521 Concord Pike, Suite 201, Wilmington, Delaware 19803.

Other Changes

The Exchange proposes to make changes that are conforming or technical in nature. All are non-substantive.

ICE Proposed Certificate of Incorporation

References to the “Sixth Amended and Restated Certificate of Incorporation” and the “Fifth Amended and Restated Certificate of Incorporation” in the titles, introductory paragraphs, and signature lines would be changed to refer to the “Seventh Amended and Restated Certificate of Incorporation” and “Sixth Amended and Restated Certificate of Incorporation,” respectively.

The date of effectiveness and execution in the introductory certifications and signature line would be updated.

ICE Holdings Proposed Certificate of Incorporation

References to the “Ninth Amended and Restated Certificate of Incorporation” and the “Eighth Amended and Restated Certificate of Incorporation” in the titles, introductory paragraphs, and signature lines would be changed to refer to the “Tenth Amended and Restated Certificate of Incorporation” and “Ninth Amended and Restated Certificate of Incorporation,” respectively.

The date of effectiveness and execution in the introductory certifications and signature line would be updated.

To conform to one style, those terms that are not already underlined when defined would be underlined.⁷ In addition to the definitions that would be added, the already existing definitions are in the introductory paragraph, the numbered certifications that immediately follow it, Article IV(A) (Classes and Series of Stock), Article IV(C) (Transfer Restrictions on Stock), and Article V(A)(1).

The word “commission” in Article IV(C) would be capitalized.

Paragraphs after proposed Article V(A)(4) and proposed Article V(B)(5) would be renumbered.

The cross reference in Article V(A)(6) would be renumbered from “Section A of ARTICLE VI” to “Section A of ARTICLE V”.

⁷ For example, “(the ‘Corporation’))” would become “(the ‘Corporation’))”.

In Article X (Amendments), the parenthetical “(or the boards of directors of their successors)” would be deleted as unnecessary, because “Exchange” includes all ICE Holdings-controlled national securities exchanges.⁸

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,⁹ in general, and furthers the objectives of Section 6(b)(1)¹⁰ in particular, in that it enables the Exchange to be so organized as to have the capacity to be able to carry out the purposes of the Act and to comply, and to enforce compliance by its exchange members and persons associated with its exchange members, with the provisions of the Act, the rules and regulations thereunder, and the rules of the Exchange.

Together, the Proposed Certificates and IST Rule 410¹¹ are consistent with the Act and the rules promulgated under the Act.

The Exchange believes that the proposed rule change would contribute to the orderly operation of the Exchange and would enable the Exchange to continue to be so organized as to have the capacity to carry out the purposes of the Exchange Act and comply and enforce compliance with the provisions of the Exchange Act by its members and persons associated with its members because none of the proposed changes to the Proposed Certificates substantively would impact the Exchange. Rather the proposed changes are solely concerned with SBSEFs, updating the address of the registered office in Delaware of ICE and ICE Holdings and making conforming changes.

Additionally, IST has advised the Exchange that IST Rule 410 would, independently of these changes to the Proposed Certificates, provide the means to ensure that IST is in compliance with Rule 834(b).

4. Self-Regulatory Organization’s Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed rule change is not intended to address any competitive issue but rather is concerned solely with ensuring that IST is in compliance with Regulation SE, updating the address of the registered office in Delaware of ICE and ICE Holdings, and making non-substantive and conforming

⁸ See the definition of “Exchange” in ICE Holdings Current Certificate of Incorporation, Article V(A)(1). No change to the definition is proposed.

⁹ 15 U.S.C. 78f(b).

¹⁰ 15 U.S.C. 78f(b)(1).

¹¹ See ICE Swap Trade, LLC Submission No. 25-02 (SBSF-ICES-2025-002).

changes to the Current Certificates. No change is proposed to the certificate of incorporation or bylaws of the Exchange.

5. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

The Exchange has neither solicited nor received written comments on the proposed rule change.

6. Extension of Time Period for Commission Action

The Exchange does not consent to an extension of the time period specified in Section 19(b)(2)¹² of the Act.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

The Exchange believes that the proposed rule change qualifies for immediate effectiveness upon filing as a "non-controversial" rule change in accordance with Section 19(b)(3)(A) of the Act¹³ and Rule 19b-4(f)(6)¹⁴ thereunder.

The Exchange asserts that the proposed rule change (i) will not significantly affect the protection of investors or the public interest; (ii) will not impose any significant burden on competition; and (iii) by its terms, will not become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest. Additionally, the Exchange provided the Commission with written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing, or such shorter time as designated by the Commission.

The Exchange believes that the proposed rule change would not adversely affect investors or the public interest, as it is concerned solely with ensuring that IST is in compliance with Regulation SE,¹⁵ updating the address of the registered office in Delaware of ICE and ICE Holdings, and making non-substantive and conforming changes to the Current Certificates. Together with IST Rule 410, the proposed changes are designed to ensure consistency with the Act and the rules promulgated under the Act.

The Exchange further believes that the proposed rule change would not impose a

¹² 15 U.S.C. 78s(b)(2).

¹³ 15 U.S.C. 78s(b)(3)(A).

¹⁴ 17 CFR 240.19b-4(f)(6).

¹⁵ See 17 CFR 242.834(b) and (c).

burden on competition. The proposed rule change is not intended to address any competitive issue but rather is concerned solely with ensuring that IST is in compliance with Regulation SE, updating the address of the registered office in Delaware of ICE and ICE Holdings, and making non-substantive and conforming changes to the Current Certificates. No change is proposed to the certificate of incorporation or bylaws of the Exchange.

For the foregoing reasons, the rule filing qualifies for immediate effectiveness as a “non-controversial” rule change under paragraph (f)(6) of Rule 19b-4. At any time within 60 days of the filing of such proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

Not applicable.

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

10. Advance Notice Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

11. Exhibits

Exhibit 1. Completed Notice of Proposed Rule Change for publication in the Federal Register

Exhibit 5. Text of Proposed Rule Change

A. Text of the Seventh Amended and Restated Certificate of Incorporation of Intercontinental Exchange, Inc.

B. Text of the Tenth Amended and Restated Certificate of Incorporation of Intercontinental Exchange Holdings, Inc.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-NYSEARCA-2025-44)

[Date]

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend the Sixth Amended and Restated Certificate of Incorporation of Intercontinental Exchange, Inc. and Ninth Amended and Restated Certificate of Incorporation of Intercontinental Exchange Holdings, Inc.

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (“Act”)² and Rule 19b-4 thereunder,³ notice is hereby given that, on June 16, 2025, NYSE Arca, Inc. (“NYSE Arca” or the “Exchange”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to amend the Sixth Amended and Restated Certificate of Incorporation of Intercontinental Exchange, Inc. (“ICE”) and Ninth Amended and Restated Certificate of Incorporation of Intercontinental Exchange Holdings, Inc. (“ICE Holdings”) to reflect regulations relating to security-based swap execution facilities (“SBSEFs”), update the registered office in the State of Delaware, and make non-substantive and conforming changes. The proposed rule change is available on the Exchange’s website at www.nyse.com, at the principal office of the Exchange, and at the Commission’s Public Reference Room.

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and the Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to amend the ICE Current Certificate of Incorporation and ICE Holdings Current Certificate of Incorporation (together, the "Current Certificates") to reflect regulations relating to SBSEFs, update the registered office in the State of Delaware, and make non-substantive and conforming changes.⁴ No change is proposed to the certificate of incorporation or bylaws of the Exchange.

The changes to the ICE Current Certificate of Incorporation described herein would become operative upon the proposed Seventh Amended and Restated Certificate of Incorporation ("ICE Proposed Certificate of Incorporation") becoming effective pursuant to its filing with the Secretary of State of the State of Delaware. The changes to the ICE Holdings Current Certificate of Incorporation described herein would become operative upon the proposed Tenth Amended and Restated Certificate of Incorporation ("ICE Holdings Proposed Certificate of Incorporation")

⁴ ICE is the sole shareholder of ICE Holdings. ICE Holdings is the parent company of ICE Swap Trade, LLC. ICE Holdings is also the sole shareholder of NYSE Holdings LLC, which is the sole shareholder of NYSE Group, Inc., the parent company of the Exchange.

and, together with the ICE Proposed Certificate of Incorporation, the "Proposed Certificates") becoming effective pursuant to its filing with the Secretary of State of the State of Delaware.

Changes Related to SBSEFs

Securities and Exchange Commission ("Commission") regulations extend limitations on stockholder voting and ownership to SBSEFs.⁵ Because ICE's subsidiary ICE Swap Trade, LLC ("IST") has registered with the Commission as an SBSEF, these Commission regulations apply.

IST has adopted Rule 410 (Ownership Limitation),⁶ which IST has advised the Exchange was designed to incorporate the requirements of 17 CFR 242.834 ("Rule 834") into the rules of the SBSEF. Additionally, ICE and ICE Holdings intend to amend their Current Certificates as described below.

ICE Proposed Certificate of Incorporation

The ICE Current Certificate of Incorporation would be amended as follows.

First, Article V (Limitations on Voting and Ownership) has limitations on stockholder voting and ownership that apply so long as ICE directly or indirectly controls a national securities exchange registered under the Act, such as the Exchange. These would be amended to also apply so long as ICE directly or indirectly controls a SBSEF registered under the Exchange Act, as follows:

- The first sentence of Article V(A)(1) (Voting Limitation), would be amended to add "or a security-based swap execution facility registered under Section 3D of the Exchange Act" immediately prior to (a).

⁵ See 17 CFR 242.834. See also Securities Exchange Act Release No. 98845 (November 2, 2023), 88 FR 87156 (December 15, 2023) (Security-Based Swap Execution and Registration and Regulation of Security-Based Swap Execution Facilities) (adopting new Regulation SE, consisting of 17 CFR 242.800 through 17 CFR 242.835), effective February 13, 2024).

⁶ See ICE Swap Trade, LLC Submission No. 25-02 (SBSF-ICES-2025-002).

- The end of Article V(A)(2) would be modified by adding “(and, with respect to a security-based swap execution facility registered under Section 3D of the Exchange Act, such resolution shall have been submitted to the SEC under Rule 242.806 or 242.807 under Regulation SE under the Exchange Act, shall have been approved by the SEC (if applicable) and shall have become effective thereunder)” to the existing (c).
- Article V(A)(3)(a) would be modified by adding text to the start of (i) as follows (proposed additions double underlined):

(i) will not impair the ability of any national securities exchange registered under Section 6 of the Exchange Act or any security-based swap execution facility registered under Section 3D of the Exchange Act, in any case that is directly or indirectly controlled by the Corporation (each such national securities exchange or security-based swap execution facility so controlled, an “Exchange”),
- The definition of “Member” in Article V(A)(8) would be modified as follows (proposed additions double underlined):

“Member” shall mean, with respect to any national securities exchange, a Person that is a “member” of an Exchange within the meaning of Section 3(a)(3)(A) of the Exchange Act or, with respect to a security-based swap execution facility, a Person that is a “member” within the meaning of Rule 242.802 of Regulation SE under the Exchange Act.
- The definition of “Related Persons” in Article V(A)(10) would be modified as follows (proposed additions double underlined):

- (d) in the case of a Person that is a Member, any Person that is associated with such Person (as determined using the definition of “person associated with a member” as defined under Section 3(a)(21) of the Exchange Act (with references therein to a national securities exchange being deemed to include a security-based swap execution facility));
- (e) in the case of a Person that is a natural person and is a Member, any broker or dealer that is also a Member with which such Person is associated (as determined using the definition of “person associated with a member” as defined under Section 3(a)(21) of the Exchange Act (with references therein to a national securities exchange being deemed to include a security-based swap execution facility));
- The end of the concentration limits in Article V(B)(2) (Ownership Concentration Limitation) would be modified by adding the following parenthetical to the existing (c): “(and, with respect to an Exchange that is a security-based swap execution facility, such resolution shall have been submitted to the SEC pursuant to Rule 242.806 or 242.807 of Regulation SE under the Exchange Act, shall have been approved by the SEC (if applicable) and shall have become effective thereunder)”.

Second, Article X (Amendments) of the ICE Current Certificate of Incorporation requires any amendment to, or repeal of any provision in, the ICE Current Certification of Incorporation to be filed with, or filed with and approved by, the Commission. These would be amended to also apply so long as ICE directly or indirectly controls a SBSEF registered under the Exchange Act.

To do so, the second sentence of Article X would be amended to add “(or, in the case of a security-based swap execution facility, Rule 242.806 or 242.807 under Regulation SE under the Exchange Act)” immediately following “the rules promulgated thereunder”. In this way, the ICE Proposed Certificate of Incorporation would provide that, if the board of directors of any controlled SBSEF determines that any amendment or repeal must be filed with or filed with and approved by the Commission under Rule 242.806 or 242.807 of Regulation SE before such amendment or repeal may be effectuated, then such amendment or repeal shall not be effectuated until so filed with or filed with and approved by the Commission.

ICE Holdings Proposed Certificate of Incorporation

The ICE Holdings Current Certificate of Incorporation would be amended as follows.

- A new paragraph would be added to Article V(A) (Voting Limitations) as follows

(all text new):

4. In addition to the limitations in subsections 1-3 above of this Section A of Article V, for so long as the Corporation shall directly or indirectly control a security-based swap execution facility registered under Section 3D of the Exchange Act (each security-based swap execution facility so controlled, an “SBSEF”), no SBSEF Member (as defined below), either alone or together with its Related Persons, shall be entitled directly or indirectly to vote, cause the voting of, or give any consent or proxy with respect to the voting of, any interest that exceeds 20% of the voting power of any class of securities or of other ownership interest in the Corporation (such threshold being hereinafter referred to as the “SBSEF Voting Limitation”), and the Corporation shall disregard any such votes

purported to be cast in excess of the SBSEF Voting Limitation.

- The text after “enforced against such Record Owner” in current Article V(A)(5) (Article V(A)(6) of the ICE Holdings Proposed Certificate of Incorporation) would be amended as follows (proposed deletion in brackets, proposed additions double underlined):

in a manner that will accomplish the Voting Limitation, [and] the Recalculated Voting Limitation and the SBSEF Voting Limitation applicable to such Person and its Related Persons.

- Paragraphs (d) and (e) of the definition of “Related Persons” in current Article V(A)(10) (Article V(A)(11) of the ICE Holdings Proposed Certificate of Incorporation) would be amended as follows (proposed additions double underlined):

(d) in the case of a Person that is a Member or SBSEF Member, any Person that is associated with such Person (as determined using the definition of “person associated with a member” as defined under Section 3(a)(21) of the Exchange Act (with references therein to a national securities exchange being deemed to include a security-based swap execution facility));

(e) in the case of a Person that is a natural person and is a Member or SBSEF Member, any broker or dealer that is also a Member or SBSEF Member with which such Person is associated (as determined using the definition of “person associated with a member” as defined under Section 3(a)(21) of the Exchange Act (with references therein to a

national securities exchange being deemed to include a security-based swap execution facility));

- The definition of “SBSEF Member” would be added as new Article V(A)(12), as follows (all text new):

12. “SBSEF Member” means, with respect to a security-based swap execution facility, a Person that is a “member” within the meaning of Rule 242.802 of Regulation SE under the Exchange Act.

- A new paragraph would be added to Article V(B) (Ownership Concentration Limitation) as follows (all text new):

5. In addition to the limitations in subsections 1-4 above of this Section B of Article V, for so long as the Corporation shall directly or indirectly control any SBSEF, no SBSEF Member, either alone or together with its Related Persons, shall be permitted at any time to own, directly or indirectly, 20% or more of any class of voting securities or of other voting interest in the Corporation (the “SBSEF Concentration Limitation”). If any SBSEF Member, either alone or together with its Related Persons, at any time beneficially owns voting securities or other voting interest in the Corporation in excess of the SBSEF Concentration Limitation, such SBSEF Member and its Related Persons shall be obligated to sell promptly, and the Corporation shall be obligated to purchase promptly, at a price equal to the par value of such voting securities or other voting interest and to the extent funds are legally available therefor, that number of voting securities or other voting interest of the Corporation necessary so

that such SBSEF Member, together with its Related Persons, shall beneficially own, directly or indirectly, less than 20% of any class of voting securities or of other voting interest in the Corporation, after taking into account that such repurchased voting securities or other voting interest shall become treasury shares and shall no longer be deemed to be outstanding.

- The second clause of current Article V(B)(5) (Article V(B)(6) of the ICE Holdings Proposed Certificate of Incorporation) would be amended as follows (proposed additions double underlined):

provided, however, that, if any Transfer of any shares of stock of the Corporation shall cause any Person, either alone or together with its Related Persons, at any time to beneficially own shares of stock of the Corporation in excess of the Concentration Limitation or SBSEF Concentration Limitation, such Person and its Related Persons shall be obligated to sell promptly, and the Corporation shall be obligated to purchase promptly, shares of stock of the Corporation as specified in Section B.4 or B.5, as applicable, of this ARTICLE V.

- The first sentence of current Article V(B)(6) (Article V(A)(7) of the ICE Holdings Proposed Certificate of Incorporation) would be amended as follows (proposed addition double underlined):

If any share of Common Stock shall be represented by a certificate, a legend shall be placed on such certificate to the effect that such share of Common Stock is subject to the Concentration Limitations and SBSEF

Concentration Limitation as set in Section B of this Article V.

- The final clause of Article V(C)(2) (Procedure for Repurchasing Stock) would be amended to add “or SBSEF Concentration Limitation” after “Concentration Limitation”.
- Subclauses (i) and (ii) of the first sentence of Article V(D) (Right to Information; Determinations by the Board of Directors) would be amended as follows (proposed deletion in brackets, proposed additions double underlined):
 - (i) to be subject to the Voting Limitation₃ [or] the Recalculated Voting Limitation or the SBSEF Voting Limitation, (ii) to own beneficially (within the meaning of Rules 13d-3 and 13d-5 under the Exchange Act) shares of stock of the Corporation entitled to vote on any matter in excess of the Concentration Limitation or SBSEF Concentration Limitation,
- The parenthetical in the first sentence of Article IX(B) (Quorum) would be amended as follows (proposed deletions in brackets, proposed additions double underlined):
 - (it being understood that any shares in excess of the Voting Limitation₃ [or] the Recalculated Voting Limitation or the SBSEF Voting Limitation shall not be counted as present at the meeting and shall not be counted as outstanding shares of stock of the Corporation for purposes of determining whether there is a quorum, unless and only to the extent that the Voting Limitation or the Recalculated Voting Limitation, as applicable, shall have been duly waived pursuant to Section A or Section B of ARTICLE V).

Change in Registered Office

ICE and ICE Holdings are corporations organized under the laws of the State of Delaware. As such, they are both required to have and maintain a registered office and registered agent in the State of Delaware.⁷

The Exchange proposes to change the address of the registered office in both Proposed Certificates to reflect the move of the office of the registered agent. No change is proposed to the registered agent. Accordingly, Article II of both Proposed Certificates would be amended to provide that the address of the registered office in the State of Delaware, County of New Castle, is 1521 Concord Pike, Suite 201, Wilmington, Delaware 19803.

Other Changes

The Exchange proposes to make changes that are conforming or technical in nature. All are non-substantive.

ICE Proposed Certificate of Incorporation

References to the “Sixth Amended and Restated Certificate of Incorporation” and the “Fifth Amended and Restated Certificate of Incorporation” in the titles, introductory paragraphs, and signature lines would be changed to refer to the “Seventh Amended and Restated Certificate of Incorporation” and “Sixth Amended and Restated Certificate of Incorporation,” respectively.

The date of effectiveness and execution in the introductory certifications and signature line would be updated.

ICE Holdings Proposed Certificate of Incorporation

References to the “Ninth Amended and Restated Certificate of Incorporation” and the “Eighth Amended and Restated Certificate of Incorporation” in the titles, introductory

⁷ See Del. Code tit 8, §§131 and 132.

paragraphs, and signature lines would be changed to refer to the “Tenth Amended and Restated Certificate of Incorporation” and “Ninth Amended and Restated Certificate of Incorporation,” respectively.

The date of effectiveness and execution in the introductory certifications and signature line would be updated.

To conform to one style, those terms that are not already underlined when defined would be underlined.⁸ In addition to the definitions that would be added, the already existing definitions are in the introductory paragraph, the numbered certifications that immediately follow it, Article IV(A) (Classes and Series of Stock), Article IV(C) (Transfer Restrictions on Stock), and Article V(A)(1).

The word “commission” in Article IV(C) would be capitalized.

Paragraphs after proposed Article V(A)(4) and proposed Article V(B)(5) would be renumbered.

The cross reference in Article V(A)(6) would be renumbered from “Section A of ARTICLE VI” to “Section A of ARTICLE V”.

In Article X (Amendments), the parenthetical “(or the boards of directors of their successors)” would be deleted as unnecessary, because “Exchange” includes all ICE Holdings-controlled national securities exchanges.⁹

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of

⁸ For example, “(the ‘Corporation’)” would become “(the ‘Corporation’)”.

⁹ See the definition of “Exchange” in ICE Holdings Current Certificate of Incorporation, Article V(A)(1). No change to the definition is proposed.

the Act,¹⁰ in general, and furthers the objectives of Section 6(b)(1)¹¹ in particular, in that it enables the Exchange to be so organized as to have the capacity to be able to carry out the purposes of the Act and to comply, and to enforce compliance by its exchange members and persons associated with its exchange members, with the provisions of the Act, the rules and regulations thereunder, and the rules of the Exchange.

Together, the Proposed Certificates and IST Rule 410¹² are consistent with the Act and the rules promulgated under the Act.

The Exchange believes that the proposed rule change would contribute to the orderly operation of the Exchange and would enable the Exchange to continue to be so organized as to have the capacity to carry out the purposes of the Exchange Act and comply and enforce compliance with the provisions of the Exchange Act by its members and persons associated with its members because none of the proposed changes to the Proposed Certificates substantively would impact the Exchange. Rather the proposed changes are solely concerned with SBSEFs, updating the address of the registered office in Delaware of ICE and ICE Holdings and making conforming changes.

Additionally, IST has advised the Exchange that IST Rule 410 would, independently of these changes to the Proposed Certificates, provide the means to ensure that IST is in compliance with Rule 834(b).

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The

¹⁰ 15 U.S.C. 78f(b).

¹¹ 15 U.S.C. 78f(b)(1).

¹² See ICE Swap Trade, LLC Submission No. 25-02 (SBSF-ICES-2025-002).

proposed rule change is not intended to address any competitive issue but rather is concerned solely with ensuring that IST is in compliance with Regulation SE, updating the address of the registered office in Delaware of ICE and ICE Holdings, and making non-substantive and conforming changes to the Current Certificates. No change is proposed to the certificate of incorporation or bylaws of the Exchange.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

No written comments were solicited or received with respect to the proposed rule change.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act¹³ and Rule 19b-4(f)(6) thereunder.¹⁴ Because the proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative prior to 30 days from the date on which it was filed, or such shorter time as the Commission may designate, if consistent with the protection of investors and the public interest, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act and Rule 19b-4(f)(6)(iii) thereunder.

A proposed rule change filed under Rule 19b-4(f)(6)¹⁵ normally does not become operative prior to 30 days after the date of the filing. However, pursuant to Rule 19b-4(f)(6)(iii),¹⁶ the Commission may designate a shorter time if such action is consistent with the protection of investors and the public interest.

At any time within 60 days of the filing of such proposed rule change, the Commission

¹³ 15 U.S.C. 78s(b)(3)(A)(iii).

¹⁴ 17 CFR 240.19b-4(f)(6).

¹⁵ 17 CFR 240.19b-4(f)(6).

¹⁶ 17 CFR 240.19b-4(f)(6)(iii).

summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings under Section 19(b)(2)(B)¹⁷ of the Act to determine whether the proposed rule change should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's internet comment form (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include file number SR-NYSEARCA-2025-44 on the subject line.

Paper Comments:

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549-1090.

All submissions should refer to file number SR-NYSE- SR-NYSEARCA-2025-44. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's internet website (<https://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all

¹⁷ 15 U.S.C. 78s(b)(2)(B).

written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR-SR-NYSEARCA-2025-44 and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁸

Sherry R. Haywood,

Assistant Secretary.

¹⁸

17 CFR 200.30-3(a)(12).

Additions double underscored
 Deletions [bracketed]

**SEVENTH[SIXTH] AMENDED AND RESTATED
 CERTIFICATE OF INCORPORATION
 OF INTERCONTINENTAL EXCHANGE, INC.**

Intercontinental Exchange, Inc., a corporation organized and existing under the laws of the State of Delaware (the “Corporation”), hereby certifies as follows:

(1) The present name of the Corporation is Intercontinental Exchange, Inc. The name under which the Corporation was originally incorporated was IntercontinentalExchange Group, Inc., and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 6, 2013.

(2) This Seventh[Sixth] Amended and Restated Certificate of Incorporation of the Corporation restates, integrates, and further amends the provisions of the Sixth[Fifth] Amended and Restated Certificate of Incorporation of the Corporation.

(3) This Seventh[Sixth] Amended and Restated Certificate of Incorporation of the Corporation has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware (the “DGCL”).

(4) Pursuant to Sections 242 and 245 of the DGCL, the Sixth[Fifth] Amended and Restated Certificate of Incorporation of the Corporation, as heretofore amended, is hereby restated and integrated to read in its entirety as set forth on Exhibit A.

(5) This Seventh[Sixth] Amended and Restated Certificate of Incorporation of the Corporation shall become effective at 4:00 p.m., Eastern Time, on ●, 2025[August 22, 2022].

IN WITNESS WHEREOF, the undersigned, a duly authorized officer of the Corporation, has executed this Seventh[Sixth] Amended and Restated Certificate of Incorporation of the Corporation on this ●[22nd] day of ●, 2025[August, 2022].

INTERCONTINENTAL EXCHANGE, INC.

By: [A. Warren Gardiner]
 Name: [A. Warren Gardiner]
 Title: [Chief Financial Officer]

Exhibit A

**SEVENTH[SIXTH] AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF INTERCONTINENTAL EXCHANGE, INC.**

* * * * *

ARTICLE II

Registered Office

The address of the Corporation's registered office in the State of Delaware, County of New Castle, is 1521 Concord Pike, Suite 201[3411 Silverside Road, Tatnall Building No. 104], Wilmington, Delaware 19803[19810]. The name of its registered agent at such address is: United Agent Group Inc.

* * * * *

ARTICLE V

Limitations on Voting and Ownership

A. Voting Limitation.

1. Notwithstanding any other provision of this Amended and Restated Certificate of Incorporation, for so long as the Corporation shall directly or indirectly control a national securities exchange registered under Section 6 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or a security-based swap execution facility registered under Section 3D of the Exchange Act, (a) no Person, either alone or together with its Related Persons, as of any record date for the determination of stockholders entitled to vote on any matter, shall be entitled to vote or cause the voting of shares of stock of the Corporation beneficially owned by such Person or its Related Persons, in person or by proxy or through any voting agreement or other arrangement, to the extent that such shares represent in the aggregate more than 10% of the then outstanding votes entitled to be cast on such matter, without giving effect to this ARTICLE V (such threshold being hereinafter referred to as the "Voting Limitation"), and the Corporation shall disregard any such votes purported to be cast in excess of the Voting Limitation; and (b) if any Person, either alone or together with its Related Persons, is party to any agreement, plan or other arrangement relating to shares of stock of the Corporation entitled to vote on any matter with any other Person, either alone or together with its Related Persons, under circumstances that would result in shares of stock of the Corporation that would be subject to such agreement, plan or other arrangement not being voted on any matter, or the withholding of any proxy relating thereto, where the effect of such agreement, plan or other arrangement would be to enable any Person, but for this ARTICLE V, either alone or together with its Related Persons, to vote, possess the right to vote or cause the voting of shares of stock of the Corporation that would exceed 10% of the then outstanding votes entitled to be cast on such matter (assuming that all shares of stock of the Corporation that are subject to such agreement, plan or other arrangement are not outstanding votes entitled to be cast on such matter) (the "Recalculated Voting Limitation"),

then the Person, either alone or together with its Related Persons, shall not be entitled to vote or cause the voting of shares of stock of the Corporation beneficially owned by such Person, either alone or together with its Related Persons, in person or by proxy or through any voting agreement or other arrangement, to the extent that such shares represent in the aggregate more than the Recalculated Voting Limitation, and the Corporation shall disregard any such votes purported to be cast in excess of the Recalculated Voting Limitation.

2. The Voting Limitation and the Recalculated Voting Limitation, as applicable, shall apply to each Person unless and until: (a) such Person shall have delivered to the Board of Directors a notice in writing, not less than 45 days (or such shorter period as the Board of Directors shall expressly consent to) prior to any vote, of such Person's intention, either alone or together with its Related Persons, to vote or cause the voting of shares of stock of the Corporation beneficially owned by such Person or its Related Persons, in person or by proxy or through any voting agreement or other arrangement, in excess of the Voting Limitation or the Recalculated Voting Limitation, as applicable; (b) the Board of Directors shall have resolved to expressly permit such voting; and (c) such resolution shall have been filed with, and approved by, the U.S. Securities and Exchange Commission (the "SEC") under Section 19(b) of the Exchange Act and shall have become effective thereunder (and, with respect to a security-based swap execution facility registered under Section 3D of the Exchange Act, such resolution shall have been submitted to the SEC under Rule 242.806 or 242.807 under Regulation SE under the Exchange Act, shall have been approved by the SEC (if applicable) and shall have become effective thereunder).

3. Subject to its fiduciary obligations under applicable law, the Board of Directors shall not adopt any resolution pursuant to clause (b) of Section A.2 of this ARTICLE V unless the Board of Directors shall have determined that:

(a) the exercise of such voting rights or the entering into of such agreement, plan or other arrangement, as applicable, by such Person, either alone or together with its Related Persons, (i) will not impair the ability of any national securities exchange registered under Section 6 of the Exchange Act or any security-based swap execution facility registered under Section 3D of the Exchange Act, in any case that is directly or indirectly controlled by the Corporation (each such national securities exchange or security-based swap execution facility so controlled, an "Exchange"), any entity controlled by the Corporation that is not itself an Exchange but that directly or indirectly controls an Exchange (each such controlling entity, an "Intermediate Holding Company") or the Corporation to discharge their responsibilities under the Exchange Act and the rules and regulations thereunder and (ii) is otherwise in the best interests of (w) the Corporation, (x) its stockholders and (y) each Exchange;

* * * * *

8. "Member" shall mean, with respect to any national securities exchange, a Person that is a "member" of an Exchange within the meaning of Section 3(a)(3)(A) of the Exchange Act or, with respect to a security-based swap execution facility, a Person that is a "member" within the meaning of Rule 242.802 of Regulation SE under the Exchange Act.

* * * * *

10. “Related Persons” shall mean with respect to any Person:

* * * * *

(d) in the case of a Person that is a Member, any Person that is associated with such Person (as determined using the definition of “person associated with a member” as defined under Section 3(a)(21) of the Exchange Act (with references therein to a national securities exchange being deemed to include a security-based swap execution facility));

(e) in the case of a Person that is a natural person and is a Member, any broker or dealer that is also a Member with which such Person is associated (as determined using the definition of “person associated with a member” as defined under Section 3(a)(21) of the Exchange Act (with references therein to a national securities exchange being deemed to include a security-based swap execution facility));

* * * * *

B. Ownership Concentration Limitation.

* * * * *

2. The Concentration Limitation shall apply to each Person unless and until: (a) such Person shall have delivered to the Board of Directors a notice in writing, not less than 45 days (or such shorter period as the Board of Directors shall expressly consent to) prior to the acquisition of any shares that would cause such Person (either alone or together with its Related Persons) to exceed the Concentration Limitation, of such Person’s intention to acquire such ownership; (b) the Board of Directors shall have resolved to expressly permit such ownership; and (c) such resolution shall have been filed with, and approved by, the SEC under Section 19(b) of the Exchange Act and shall have become effective thereunder (and, with respect to an Exchange that is a security-based swap execution facility, such resolution shall have been submitted to the SEC pursuant to Rule 242.806 or 242.807 of Regulation SE under the Exchange Act, shall have been approved by the SEC (if applicable) and shall have become effective thereunder).

* * * * *

ARTICLE X

Amendments

The Corporation reserves the right to amend or repeal any provision contained in this Amended and Restated Certificate of Incorporation in any manner now or hereafter permitted by law, and all rights conferred upon stockholders herein are granted subject to this reservation. Notwithstanding any other provision of this Amended and Restated Certificate of Incorporation, for so long as this Corporation shall control, directly or indirectly, any Exchange, before any amendment or repeal of any provision of the Certificate of Incorporation of this Corporation shall be effective, such amendment or repeal shall be submitted to the boards of directors of each

Exchange (or the boards of directors of their successors), and if any or all of such boards of directors shall determine that such amendment or repeal must be filed with or filed with and approved by the SEC under Section 19 of the Exchange Act and the rules promulgated thereunder (or, in the case of a security-based swap execution facility, Rule 242.806 or 242.807 under Regulation SE under the Exchange Act) before such amendment or repeal may be effectuated, then such amendment or repeal shall not be effectuated until filed with or filed with and approved by the SEC, as the case may be.

* * * * *

Additions double underscored

Deletions [bracketed]

Format changes *italicized*

**[NINTH]TENTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF INTERCONTINENTAL EXCHANGE HOLDINGS, INC.**

Intercontinental Exchange Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware (the “Corporation”), hereby certifies as follows:

(1) The present name of the Corporation is Intercontinental Exchange Holdings, Inc. The original Certificate of Incorporation of the Corporation was filed on June 16, 2000 (the “Original Certificate of Incorporation”), and the name under which the Corporation filed the Original Certificate of Incorporation was IntercontinentalExchange, Inc.

(2) This [Ninth]Tenth Amended and Restated Certificate of Incorporation of the Corporation restates, integrates, and further amends the provisions of the [Eighth]Ninth Amended and Restated Certificate of Incorporation of the Corporation.

(3) This [Ninth]Tenth Amended and Restated Certificate of Incorporation of the Corporation has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware (the “DGCL”). Stockholder approval of this [Ninth]Tenth Amended and Restated Certificate of Incorporation was effected by written consent in accordance with Section 228 of the DGCL.

(4) Pursuant to Sections 242 and 245 of the DGCL, the text of the [Eighth]Ninth Amended and Restated Certificate of Incorporation is hereby amended and restated so to read in its entirety as set forth on Exhibit A.

(5) This [Ninth]Tenth Amended and Restated Certificate of Incorporation of the Corporation shall become effective at [12:00 p.m.]● Eastern Time, on [February 8, 2018]●, 2025.

IN WITNESS WHEREOF, the undersigned, a duly authorized officer of the Corporation, has executed this [Ninth]Tenth Amended and Restated Certificate of Incorporation of the Corporation on this [7]●th day of [February, 2018]●, 2025.

**INTERCONTINENTAL EXCHANGE
HOLDINGS, INC.**

By: [/s/ Andrew J. Surdykowski]
Name: [Andrew J. Surdykowski]
Title: [SVP, Associate General Counsel &
Assistant Corporate Secretary]

Exhibit A

**[NINTH]TENTH AMENDED AND
RESTATED CERTIFICATE OF
INCORPORATION
OF INTERCONTINENTAL EXCHANGE HOLDINGS, INC.**

**ARTICLE II
Registered Office**

The address of the Corporation's registered office in the State of Delaware, County of New Castle, is c/o United Agent Group Inc., [3411 Silverside Road, Tatnall Building No. 104]1521 Concord Pike, Suite 201, Wilmington, County of New Castle, Delaware [19810]19803. The name of its registered agent at such address is: United Agent Group Inc.

**ARTICLE IV
Stock**

A. Classes and Series of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of stock that the Corporation is authorized to issue is one thousand, one hundred (1,100) shares, consisting of one thousand (1,000) shares of Common Stock, par value \$0.01 per share, and one hundred (100) shares of Preferred Stock, par value \$0.01 per share.

C. Transfer Restrictions on Stock. All of the issued and outstanding shares of stock of the Corporation shall be held by Intercontinental Exchange, Inc. ("ICE"). ICE may not transfer or assign any shares of stock of the Corporation, in whole or in part, to any person or entity, unless such transfer or assignment shall be filed with and approved by the U.S. Securities and Exchange [c]Commission (the "SEC") under Section 19 of the U.S. Securities Exchange Act of 1934, as amended and the rules promulgated thereunder (the "Exchange Act").

**ARTICLE V
Limitations on Voting and Ownership**

In the event that ICE does not own all of the issued and outstanding shares of stock of the Corporation, the following provisions of this Article V shall apply:

A. Voting Limitation.

1. Notwithstanding any other provision of this Amended and Restated Certificate of Incorporation, for so long as the Corporation shall directly or indirectly control a national securities exchange registered under Section 6 of the Exchange Act (each such national securities exchange so controlled, an “Exchange”), (a) no Person, either alone or together with its Related Persons, as of any record date for the determination of stockholders entitled to vote on any matter, shall be entitled to vote or cause the voting of shares of stock of the Corporation beneficially owned by such Person or its Related Persons, in person or by proxy or through any voting agreement or other arrangement, to the extent that such shares represent in the aggregate more than 10% of the then outstanding votes entitled to be cast on such matter, without giving effect to this ARTICLE V (such threshold being hereinafter referred to as the “Voting Limitation”), and the Corporation shall disregard any such votes purported to be cast in excess of the Voting Limitation; and (b) if any Person, either alone or together with its Related Persons, is party to any agreement, plan or other arrangement relating to shares of stock of the Corporation entitled to vote on any matter with any other Person, either alone or together with its Related Persons, under circumstances that would result in shares of stock of the Corporation that would be subject to such agreement, plan or other arrangement not being voted on any matter, or the withholding of any proxy relating thereto, where the effect of such agreement, plan or other arrangement would be to enable any Person, but for this ARTICLE V, either alone or together with its Related Persons, to vote, possess the right to vote or cause the voting of shares of stock of the Corporation that would exceed 10% of the then outstanding votes entitled to be cast on such matter (assuming that all shares of stock of the Corporation that are subject to such agreement, plan or other arrangement are not outstanding votes entitled to be cast on such matter) (the “Recalculated Voting Limitation”), then the Person, either alone or together with its Related Persons, shall not be entitled to vote or cause the voting of shares of stock of the Corporation beneficially owned by such Person, either alone or together with its Related Persons, in person or by proxy or through any voting agreement or other arrangement, to the extent that such shares represent in the aggregate more than the Recalculated Voting Limitation, and the Corporation shall disregard any such votes purported to be cast in excess of the Recalculated Voting Limitation.

2. no change

3. no change

4. In addition to the limitations in subsections 1-3 above of this Section A of Article V, for so long as the Corporation shall directly or indirectly control a security-based swap execution facility registered under Section 3D of the Exchange Act (each security-based swap execution facility so controlled, an “SBSEF”), no SBSEF Member (as defined below), either alone or together with its Related Persons, shall be entitled directly or indirectly to vote, cause the voting of, or give any consent or proxy with respect to the voting of, any interest that exceeds

20% of the voting power of any class of securities or of other ownership interest in the Corporation (such threshold being hereinafter referred to as the “SBSEF Voting Limitation”), and the Corporation shall disregard any such votes purported to be cast in excess of the SBSEF Voting Limitation.

[4]5. no change

[5]6. If and to the extent that shares of stock of the Corporation beneficially owned by any Person or its Related Persons are held of record by any other Person (the “Record Owner”), this Section A of ARTICLE V[I] shall be enforced against such Record Owner by limiting the votes entitled to be cast by such Record Owner in a manner that will accomplish the Voting Limitation, [and] the Recalculated Voting Limitation and the SBSEF Voting Limitation applicable to such Person and its Related Persons.

[6]7. no change

[7]8. no change

[8]9. no change

[9]10. no change

[10]11. “Related Persons” shall mean with respect to any Person:

(d) in the case of a Person that is a Member or SBSEF Member, any Person that is associated with such Person (as determined using the definition of “person associated with a member” as defined under Section 3(a)(21) of the Exchange Act (with references therein to a national securities exchange being deemed to include a security-based swap execution facility));

(e) in the case of a Person that is a natural person and is a Member or SBSEF Member, any broker or dealer that is also a Member or SBSEF Member with which such Person is associated (as determined using the definition of “person associated with a member” as defined under Section 3(a)(21) of the Exchange Act (with references therein to a national securities exchange being deemed to include a security-based swap execution facility));

12. “SBSEF Member” means, with respect to a security-based swap execution facility, a Person that is a “member” within the meaning of Rule 242.802 of Regulation SE under the Exchange Act.

B. Ownership Concentration Limitation.

4. no change

5. In addition to the limitations in subsections 1-4 above of this Section B of Article V, for so long as the Corporation shall directly or indirectly control any SBSEF, no SBSEF Member, either alone or together with its Related Persons, shall be permitted at any time to own, directly or indirectly, 20% or more of any class of voting securities or of other voting interest in the Corporation (the "SBSEF Concentration Limitation"). If any SBSEF Member, either alone or together with its Related Persons, at any time beneficially owns voting securities or other voting interest in the Corporation in excess of the SBSEF Concentration Limitation, such SBSEF Member and its Related Persons shall be obligated to sell promptly, and the Corporation shall be obligated to purchase promptly, at a price equal to the par value of such voting securities or other voting interest and to the extent funds are legally available therefor, that number of voting securities or other voting interest of the Corporation necessary so that such SBSEF Member, together with its Related Persons, shall beneficially own, directly or indirectly, less than 20% of any class of voting securities or of other voting interest in the Corporation, after taking into account that such repurchased voting securities or other voting interest shall become treasury shares and shall no longer be deemed to be outstanding.

[5]6. Nothing in this Section B of ARTICLE V shall preclude the settlement of transactions entered into through the facilities of New York Stock Exchange; provided, however, that, if any Transfer of any shares of stock of the Corporation shall cause any Person, either alone or together with its Related Persons, at any time to beneficially own shares of stock of the Corporation in excess of the Concentration Limitation or SBSEF Concentration Limitation, such Person and its Related Persons shall be obligated to sell promptly, and the Corporation shall be obligated to purchase promptly, shares of stock of the Corporation as specified in Section B.4 or B.5, as applicable, of this ARTICLE V.

[6]7. If any share of Common Stock shall be represented by a certificate, a legend shall be placed on such certificate to the effect that such share of Common Stock is subject to the Concentration Limitations and SBSEF Concentration Limitation as set in Section B of this Article V. If the shares of Common Stock shall be uncertificated, a notice of such restrictions and limitations shall be included in the statement of ownership provided to the holder of record of such shares of Common Stock.

C. Procedure for Repurchasing Stock.

2. If and to the extent that shares of stock of the Corporation

beneficially owned by any Person or its Related Persons are held of record by any other Person, this ARTICLE V shall be enforced against such Record Owner by requiring the sale of shares of stock of the Corporation held by such Record Owner in accordance with this ARTICLE V, in a manner that will accomplish the Concentration Limitation or SBSEF Concentration Limitation applicable to such Person and its Related Persons.

D. Right to Information; Determinations by the Board of Directors. The Board of Directors shall have the right to require any Person and its Related Persons that the Board of Directors reasonably believes (i) to be subject to the Voting Limitation, [or] the Recalculated Voting Limitation or the SBSEF Voting Limitation, (ii) to own beneficially (within the meaning of Rules 13d-3 and 13d-5 under the Exchange Act) shares of stock of the Corporation entitled to vote on any matter in excess of the Concentration Limitation or SBSEF Concentration Limitation, or (iii) to own beneficially (within the meaning of Rules 13d-3 and 13d-5 under the Exchange Act) an aggregate of 5% or more of the then outstanding shares of stock of the Corporation entitled to vote on any matter, which ownership such Person, either alone or together with its Related Persons, has not reported to the Corporation, to provide to the Corporation, upon the Board of Directors' request, complete information as to all shares of stock of the Corporation beneficially owned by such Person and its Related Persons and any other factual matter relating to the applicability or effect of this ARTICLE V as may reasonably be requested of such Person and its Related Persons. Any constructions, applications or determinations made by the Board of Directors pursuant to ARTICLE V in good faith and on the basis of such information and assistance as was then reasonably available for such purpose shall be conclusive and binding upon the Corporation and its directors, officers and stockholders.

ARTICLE IX

Stockholder Action

B. Quorum. At each meeting of stockholders of the Corporation, except where otherwise required by law or this Amended and Restated Certificate of Incorporation, the holders of a majority of the voting power of the outstanding shares of stock of the Corporation entitled to vote on a matter at the meeting, present in person or represented by proxy, shall constitute a quorum (it being understood that any shares in excess of the Voting Limitation, [or] the Recalculated Voting Limitation or the SBSEF Voting Limitation shall not be counted as present at the meeting and shall not be counted as outstanding shares of stock of the Corporation for purposes of determining whether there is a quorum, unless and only to the extent that the Voting Limitation or the Recalculated Voting Limitation, as applicable, shall have been duly waived pursuant to Section A or Section B of ARTICLE V).

ARTICLE X

Amendments

The Corporation reserves the right to amend or repeal any provision contained in this Amended and Restated Certificate of Incorporation in any manner now or hereafter permitted by law, and all rights conferred upon stockholders herein are granted subject to this reservation. Notwithstanding any other provision of this Amended and Restated Certificate of Incorporation, (A) no provision of ARTICLE V, Section B or G of ARTICLE VI, ARTICLE IX or this clause (A) of ARTICLE X shall be amended, modified or repealed, and no provision inconsistent with any such provision shall become part of this Amended and Restated Certificate of Incorporation, unless such matter is approved by the affirmative vote of the holders of a majority of the voting power of all outstanding shares of Common Stock of the Corporation and all other outstanding shares of stock of the Corporation entitled to vote on such matter, with such outstanding shares of Common Stock and other stock considered for this purpose as a single class; and (B) for so long as this Corporation shall control, directly or indirectly, any Exchange, before any amendment or repeal of any provision of the Certificate of Incorporation of this Corporation shall be effective, such amendment or repeal shall be submitted to the boards of directors of each Exchange [(or the boards of directors of their successors)], and if any or all of such boards of directors shall determine that such amendment or repeal must be filed with or filed with and approved by the SEC under Section 19 of the Exchange Act and the rules promulgated thereunder before such amendment or repeal may be effectuated, then such amendment or repeal shall not be effectuated until filed with or filed with and approved by the SEC, as the case may be.
