

INTERCONTINENTALEXCHANGE INC  
Form 8-K  
June 19, 2008

**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): June 13, 2008**  
**INTERCONTINENTALEXCHANGE, INC.**  
(Exact Name of Registrant as Specified in Charter)

Delaware

001-32671

58-2555670

(State or other jurisdiction of  
incorporation)

(Commission  
File No.)

(I.R.S. Employer  
Identification Number)

2100 RiverEdge Parkway, Suite 500, Atlanta, Georgia 30328  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (770) 857-4700

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.03. CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT**

On June 13, 2008, IntercontinentalExchange, Inc. ( ICE ) entered into the Second Amendment (the Amendment ) to the Credit Agreement (the Agreement ) by and between ICE and Wachovia Bank, National Association, as Administrative Agent, Bank of America, N.A., as Syndication Agent, and the lenders named therein. The Amendment permits ICE to enter into a new 364-day \$150 million credit facility in connection with its establishment of a European-based clearing house, to use the Agreement for the issuance of letters of credit, to incur additional unsecured subsidiary indebtedness of up to \$5 million, to issue debt up to \$400 million in addition to the new 364-day credit facility referenced above, to guaranty a proposed overdraft clearing line of credit relating to ICE Clear Europe up to a maximum of \$200 million, and, provided that ICE s total leverage ratio on a pro forma basis is less than 1.5 to 1.0, to have more flexibility in connection with investments, acquisitions and stock repurchases

None of the terms for financing or amount of funds available to ICE were altered or revised. The foregoing descriptions of the Agreement and Amendment do not purport to be complete and are qualified in their entirety by reference to Exhibit 10.1 to ICE s Current Report on Form 8-K filed with the Securities and Exchange Commission (the SEC ) on January 12, 2007 with respect to the Agreement, Exhibit 10.1 to ICE s Current Report on Form 8-K filed with the SEC on August 30, 2007 with respect to the First Amendment to the Agreement and to Exhibit 10.1 to this Current Report on Form 8-K with respect to the Amendment.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibit

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

- 10.1 Second Amendment to Credit Agreement among IntercontinentalExchange, Inc. and Wachovia Bank, National Association, as Administrative Agent, Bank of America, N.A., as Syndication Agent, and the lenders named therein dated as of June 13, 2008.

**Forward-Looking Statements** *Certain statements in this Current Report on Form 8-K may contain forward-looking information regarding IntercontinentalExchange s business that are intended to be covered by the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve risks and uncertainties and actual results may differ materially from those set forth in the forward-looking statement. For a discussion of such risks and uncertainties, see the Company s Securities and Exchange Commission filings, including, but not limited to, the risk factors in the Company s Annual Report on Form 10-K for the year ended December 31, 2007, as filed with the Securities and Exchange Commission on February 13, 2008.*

**SIGNATURE**

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.

INTERCONTINETALEXCHANGE, INC.

/s/ Scott A. Hill

Scott A. Hill

Senior Vice President, Chief Financial  
Officer

Date: June 19, 2008