

INTERCEPT PHARMACEUTICALS INC  
 Form 4  
 October 03, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Shapiro David

(Last) (First) (Middle)

C/O INTERCEPT  
 PHARMACEUTICALS, INC., 18  
 DESBROSSES STREET

(Street)

NEW YORK, NY 10013

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

INTERCEPT  
 PHARMACEUTICALS INC [ICPT]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 10/01/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CMO & EVP - Development

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common stock	10/01/2013		M		1,622 (3)	A	(2) 5,888
Common stock	10/02/2013		M <sup>(1)</sup>		3,750	A	\$ 10.4001 9,638
Common stock	10/02/2013		S <sup>(1)</sup>		1,973	D	\$ 72.0156 (5) 7,665
Common stock	10/02/2013		S <sup>(1)</sup>		1,177	D	\$ 73.0187 6,488

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(6)

Common stock 10/02/2013 S<sup>(1)</sup> 600 D \$ 74.6 5,888 D

Common stock 10/02/2013 S<sup>(1)</sup> 642 D \$ 73.0997 5,246 D

(7)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	(2)	10/01/2013		M	1,622	(3) (3)	Common stock	1,622
Options to Purchase Common Stock	\$ 10.4001	10/02/2013		M (1)	3,750	(4) 04/01/2018	Common stock	3,750

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shapiro David C/O INTERCEPT PHARMACEUTICALS, INC. 18 DESBROSSES STREET NEW YORK, NY 10013			CMO & EVP - Development	

## Signatures

/s/ Bryan Yoon, as  
attorney-in-fact

10/03/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The reported transaction was made pursuant to a Rule 10b5-1 plan adopted by the reporting person on March 20, 2013.
- (2) Conversion of restricted stock units ("RSUs") to shares of common stock on a one-for-one basis.

On November 16, 2012, the reporting person was granted 25,961 RSUs. The RSUs reported as having been disposed and the corresponding shares reported as having been acquired, representing 6.25% of the shares underlying the RSUs, became vested on October

- (3) 1, 2013, subject to the terms and conditions of the award and the Intercept Pharmaceuticals, Inc. 2012 Equity Incentive Plan (the "2012 Plan"). The remainder of the shares underlying the RSUs will vest pro rata on a quarterly basis from January 1, 2014 through January 1, 2016, subject to the terms and conditions of the award and the 2012 Plan.
- (4) All shares underlying this option have vested.

- This transaction was executed in multiple trades at prices ranging from \$72.00 to \$72.10. The price reported above reflects the weighted
- (5) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- This transaction was executed in multiple trades at prices ranging from \$73.00 to \$73.45. The price reported above reflects the weighted
- (6) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- This transaction was executed in multiple trades at prices ranging from \$73.00 to \$73.10. The price reported above reflects the weighted
- (7) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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