

INTERCEPT PHARMACEUTICALS INC
 Form 4
 July 10, 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 *
 Pruzanski Mark

2. Issuer Name and Ticker or Trading Symbol
 INTERCEPT
 PHARMACEUTICALS INC [ICPT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 07/08/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10013

(City) (State) (Zip)

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 | (A) or (D) | | | | Price |
| Common stock ⁽¹⁾ | 07/08/2013 | | M | | 25,000 | A | \$ 9.8223 | 427,032 | D | |
| Common stock ⁽¹⁾ | 07/08/2013 | | S | | 25,000 | D | \$ 45.408 ⁽³⁾ | 402,032 | D | |
| Common stock ⁽¹⁾ | 07/09/2013 | | M | | 2,403 | A | \$ 9.8223 | 404,435 | D | |
| Common stock ⁽¹⁾ | 07/09/2013 | | M | | 10,097 | A | \$ 9.8223 | 414,532 | D | |
| | 07/09/2013 | | S | | 12,500 | D | | 402,032 | D | |

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Common stock ⁽¹⁾ \$ 48.2607 ⁽⁴⁾

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

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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) | 8. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Options to Purchase Common Stock ⁽¹⁾ | \$ 9.8223 | 07/08/2013 | | M | 25,000 | ⁽²⁾ 07/18/2016 | Common stock | 25,000 |
| Options to Purchase Common Stock ⁽¹⁾ | \$ 9.8223 | 07/09/2013 | | M | 2,403 | ⁽²⁾ 07/18/2016 | Common stock | 2,403 |
| Options to Purchase Common Stock ⁽¹⁾ | \$ 9.8223 | 07/09/2013 | | M | 10,097 | ⁽²⁾ 07/18/2016 | Common stock | 10,097 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pruzanski Mark C/O INTERCEPT PHARMACEUTICALS, INC. 18 DESBROSSES STREET | X | | President and CEO | |

NEW YORK, NY 10013

Signatures

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

07/10/2013

__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 22, 2013.

(2) All shares underlying this option have fully vested.

This transaction was executed in multiple trades at prices ranging from \$45.024 to \$45.75. The price reported above reflects the weighted 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.

(3) This transaction was executed in multiple trades at prices ranging from \$48.00 to \$48.69. The price reported above reflects the weighted 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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