

INTERCEPT PHARMACEUTICALS INC  
 Form 4  
 August 15, 2014

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Regan Daniel Paul

(Last) (First) (Middle)

C/O INTERCEPT  
 PHARMACEUTICALS, INC., 450  
 W. 15TH STREET, SUITE 505

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 08/12/2014

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)  
 Chief Commercial Officer

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/12/2014		M <sup>(1)</sup>		8,124 A \$ 37.69	9,534	D
Common Stock	08/12/2014		S <sup>(1)</sup>		200 D \$ 305.385 <sup>(3)</sup>	9,334	D
Common Stock	08/12/2014		S <sup>(1)</sup>		100 D \$ 306.91	9,234	D
Common Stock	08/12/2014		S <sup>(1)</sup>		500 D \$ 310.1049 <sup>(4)</sup>	8,734	D

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Common Stock	08/12/2014	<u>S<sup>(1)</sup></u>	500	D	\$ <u>311.885</u> <sub>(5)</sub>	8,234	D
Common Stock	08/12/2014	<u>S<sup>(1)</sup></u>	200	D	\$ <u>312.775</u> <sub>(6)</sub>	8,034	D
Common Stock	08/12/2014	<u>S<sup>(1)</sup></u>	800	D	\$ <u>313.8394</u> <sub>(7)</sub>	7,234	D
Common Stock	08/12/2014	<u>S<sup>(1)</sup></u>	600	D	\$ <u>314.925</u> <sub>(8)</sub>	6,634	D
Common Stock	08/12/2014	<u>S<sup>(1)</sup></u>	200	D	\$ <u>316.62</u> <sub>(9)</sub>	6,434	D
Common Stock	08/12/2014	<u>S<sup>(1)</sup></u>	400	D	\$ <u>317.705</u> <sub>(10)</sub>	6,034	D
Common Stock	08/12/2014	<u>S<sup>(1)</sup></u>	400	D	\$ <u>319.4675</u> <sub>(11)</sub>	5,634	D
Common Stock	08/12/2014	<u>S<sup>(1)</sup></u>	200	D	\$ <u>321.44</u> <sub>(12)</sub>	5,434	D
Common Stock	08/12/2014	<u>S<sup>(1)</sup></u>	100	D	\$ 322.92	5,334	D
Common Stock	08/12/2014	<u>S<sup>(1)</sup></u>	100	D	\$ 326.03	5,234	D
Common Stock	08/12/2014	<u>S<sup>(1)</sup></u>	300	D	\$ <u>327.8883</u> <sub>(13)</sub>	4,934	D
Common Stock	08/12/2014	<u>S<sup>(1)</sup></u>	594	D	\$ <u>329.5909</u> <sub>(14)</sub>	4,340	D
Common Stock	08/12/2014	<u>S<sup>(1)</sup></u>	206	D	\$ <u>330.906</u> <sub>(15)</sub>	4,134	D
Common Stock	08/12/2014	<u>S<sup>(1)</sup></u>	200	D	\$ <u>331.9206</u> <sub>(16)</sub>	3,934	D
Common Stock	08/12/2014	<u>S<sup>(1)</sup></u>	100	D	\$ <u>335.015</u> <sub>(17)</sub>	3,834	D
Common Stock	08/12/2014	<u>S<sup>(1)</sup></u>	200	D	\$ <u>336.466</u> <sub>(18)</sub>	3,634	D
Common Stock	08/12/2014	<u>S<sup>(1)</sup></u>	100	D	\$ 337.17	3,534	D
Common Stock	08/12/2014	<u>S<sup>(1)</sup></u>	300	D	\$ <u>341.205</u> <sub>(19)</sub>	3,234	D
	08/12/2014	<u>S<sup>(1)</sup></u>	300	D		2,934	D

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Common Stock					\$	342.0483		
					(20)			
Common Stock	08/12/2014		S <sup>(1)</sup>	800	D	\$ 343.7986	2,134	D
						(21)		
Common Stock	08/12/2014		S <sup>(1)</sup>	500	D	\$ 344.731	1,634	D
						(22)		
Common Stock	08/12/2014		S <sup>(1)</sup>	224	D	\$ 346.679	1,410	D
						(23)		

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

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(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 (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
Option to Purchase Common Stock	\$ 37.69	08/12/2014		M <sup>(1)</sup>	8,124	<sup>(2)</sup> 03/04/2023	Common Stock	8,124

## Reporting Owners

Reporting Owner Name / Address	Relationships
Regan Daniel Paul C/O INTERCEPT PHARMACEUTICALS, INC. 450 W. 15TH STREET, SUITE 505 NEW YORK, NY 10011	Director 10% Owner Officer Chief Commercial Officer

## Signatures

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

08/15/2014

\_\_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 June 12, 2014.
- (2) The remaining shares underlying this option vest on a pro rata monthly basis through March 4, 2017, subject to the terms and conditions of the award and the Intercept Pharmaceuticals, Inc. 2012 Equity Incentive Plan.
- (3) This transaction was executed in multiple trades at prices ranging from \$305.32 to \$305.45. 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.
- (4) This transaction was executed in multiple trades at prices ranging from \$309.7 to \$310.63. 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.
- (5) This transaction was executed in multiple trades at prices ranging from \$311.27 to \$312.165. 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.
- (6) This transaction was executed in multiple trades at prices ranging from \$312.32 to \$313.23. 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.
- (7) This transaction was executed in multiple trades at prices ranging from \$313.43 to \$314.265. 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.
- (8) This transaction was executed in multiple trades at prices ranging from \$314.54 to \$315.38. 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.
- (9) This transaction was executed in multiple trades at prices ranging from \$316.195 to \$317.045. 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.
- (10) This transaction was executed in multiple trades at prices ranging from \$317.58 to \$317.98. 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.
- (11) This transaction was executed in multiple trades at prices ranging from \$319.01 to \$319.89. 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.
- (12) This transaction was executed in multiple trades at prices ranging from \$321 to \$321.88. 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.
- (13) This transaction was executed in multiple trades at prices ranging from \$327.29 to \$328.195. 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.
- (14) This transaction was executed in multiple trades at prices ranging from \$329.11 to \$330. 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.
- (15) This transaction was executed in multiple trades at prices ranging from \$330.44 to \$331.28. 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.

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- (16) This transaction was executed in multiple trades at prices ranging from \$331.8 to \$332.1. 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.
- (17) This transaction was executed in multiple trades at prices ranging from \$335 to \$335.03. 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.
- (18) This transaction was executed in multiple trades at prices ranging from \$336.16 to \$336.98. 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.
- (19) This transaction was executed in multiple trades at prices ranging from \$340.94 to \$341.66. 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.
- (20) This transaction was executed in multiple trades at prices ranging from \$341.97 to \$342.155. 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.
- (21) This transaction was executed in multiple trades at prices ranging from \$343.23 to \$344.08. 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.
- (22) This transaction was executed in multiple trades at prices ranging from \$344.275 to \$345.07. 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.
- (23) This transaction was executed in multiple trades at prices ranging from \$346.4 to \$346.8. 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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