

INTERCEPT PHARMACEUTICALS INC
Form 3
October 10, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Genextra S.p.A. | | (Month/Day/Year) | INTERCEPT PHARMACEUTICALS INC [ICPT] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 10/10/2012 | | |
| VIA G. DE GRASSI, 11 | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| MILAN,Â L6Â 20123 | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,600,700 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Edgar Filing: INTERCEPT PHARMACEUTICALS INC - Form 3

| | | | | Shares | | (I) (Instr. 5) | |
|----------------------------------|-------|------------|--------------|-------------|--------------|-------------------|-----|
| Series A Preferred Stock | Â (2) | Â (3) | Common Stock | 2,403,837 | \$ (4) | | D Â |
| Series B Preferred Stock | Â (2) | Â (3) | Common Stock | 2,403,837 | \$ (4) | | D Â |
| Series C Preferred Stock | Â (2) | Â (3) | Common Stock | 778,843 | \$ (4) | | D Â |
| Warrant to Purchase Common Stock | Â (5) | 01/20/2015 | Common Stock | 865,381 (6) | \$ 10.41 (6) | | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Genextra S.p.A. VIA G. DE GRASSI, 11 MILAN, L6 20123 | Â | Â X | Â | Â |

Signatures

/s/ Barbara Duncan, as
Attorney-in-fact

10/10/2012

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Reflects a 1-for-5.7778 reverse stock split effected on September 26, 2012.
- (2) These shares of preferred stock are convertible into the Issuer's common stock in accordance with the Issuer's Restated Certificate of Incorporation, as amended, at any time after the issuance of such shares, at the holder's election.
- (3) Not applicable.
- (4) The shares of preferred stock shall convert into common stock upon the closing of the Issuer's initial public offering using a calculation set forth in the Issuer's Restated Certificate of Incorporation, as amended, based on the conversion rate in effect at the time of conversion. The preferred stock will convert on a 1-for-5.7778 basis and such conversion is reflected in the amount of common stock underlying the security.
- (5) This warrant is immediately exercisable.
- (6) Reflects the 1-for-5.7778 reverse stock split effected on September 26, 2012 in connection with the Issuer's initial public offering, pursuant to which (i) the number of shares of common stock underlying the warrant was divided by 5.7778 and (ii) the exercise price of the warrant was multiplied by 5.7778.

Â

Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.