

INTERCEPT PHARMACEUTICALS INC  
 Form 4  
 March 07, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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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 ST., 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)  
 03/05/2014

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <sup>(1)</sup>	03/05/2014		M		20,000	A	\$ 37.69
Common Stock <sup>(1)</sup>	03/05/2014		S		500	D	\$ 426.0557 <sup>(3)</sup>
Common Stock <sup>(1)</sup>	03/05/2014		S		500	D	\$ 427.0486 <sup>(4)</sup>
Common	03/05/2014		S		700	D	\$ 18,300

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Stock <sup>(1)</sup>					428.5091		
					<u>(5)</u>		
					\$		
Common Stock <sup>(1)</sup>	03/05/2014	S	361	D	429.9546	17,939	D
					<u>(6)</u>		
					\$ 431.337		
Common Stock <sup>(1)</sup>	03/05/2014	S	339	D	<u>(7)</u>	17,600	D
					\$		
Common Stock <sup>(1)</sup>	03/05/2014	S	1,724	D	432.8411	15,876	D
					<u>(8)</u>		
					\$		
Common Stock <sup>(1)</sup>	03/05/2014	S	7,027	D	433.4726	8,849	D
					<u>(9)</u>		
					\$		
Common Stock <sup>(1)</sup>	03/05/2014	S	1,949	D	434.5691	6,900	D
					<u>(10)</u>		
					\$		
Common Stock <sup>(1)</sup>	03/05/2014	S	1,140	D	435.7024	5,760	D
					<u>(11)</u>		
					\$		
Common Stock <sup>(1)</sup>	03/05/2014	S	1,960	D	436.7741	3,800	D
					<u>(12)</u>		
					\$		
Common Stock <sup>(1)</sup>	03/05/2014	S	898	D	438.4542	2,902	D
					<u>(13)</u>		
					\$		
Common Stock <sup>(1)</sup>	03/05/2014	S	502	D	439.9384	2,400	D
					<u>(14)</u>		
					\$		
Common Stock <sup>(1)</sup>	03/05/2014	S	812	D	440.6294	1,588	D
					<u>(15)</u>		
					\$		
Common Stock <sup>(1)</sup>	03/05/2014	S	1,288	D	441.5945	300	D
					<u>(16)</u>		
					\$ 442.49		
Common Stock <sup>(1)</sup>	03/05/2014	S	300	D	<u>(17)</u>	0	D

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)

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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
Options to Purchase Common Stock <sup>(1)</sup>	\$ 37.69	03/05/2014		M	20,000	<sup>(2)</sup> 03/04/2023	Common Stock	20,000

## Reporting Owners

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

## Signatures

/s/ Seokho Bryan Yoon, as attorney-in-fact  
03/07/2014

\_\_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 December 9, 2013. 25% of the shares underlying this option (i.e. 32,500 shares) vested on March 4, 2014 and the remaining 97,500 shares underlying this option will vest in equal quarterly installments in arrears over the three (3) year period commencing on March 5, 2014 and ending on 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 \$425.75 to \$426.02. 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 \$426.94 to \$427.22. 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 \$428.12 to \$428.89. 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.
- (6)

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- This transaction was executed in multiple trades at prices ranging from \$429.56 to \$430.6. 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 \$431 to \$432. 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 \$432.05 to \$433.04. 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 \$433.1 to \$434.1. 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.
- (10) This transaction was executed in multiple trades at prices ranging from \$434.12 to \$434.99. 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 \$435.265 to \$436.085. 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 \$436.34 to \$437.3. 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 \$438 to \$439. 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 \$439.03 to \$440.02. 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 \$440.105 to \$441.1. 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.
- (16) This transaction was executed in multiple trades at prices ranging from \$441.11 to \$442.01. 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 \$442.3 to \$442.87. 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. 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.