

INTERCEPT PHARMACEUTICALS INC

Form 3

October 10, 2012

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated 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 \*

Genextra S.p.A.

(Last) (First) (Middle)

VIA G. DE GRASSI, 11

(Street)

MILAN, L6 20123

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

10/10/2012

3. Issuer Name and Ticker or Trading Symbol

INTERCEPT PHARMACEUTICALS INC [ICPT]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)5. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting  
Person  
\_\_\_\_ 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 <sup>(1)</sup>

D

L6

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)Date Expiration  
Exercisable Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)Title Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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				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,Â L6Â 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:

ExhibitÂ ListÂ -Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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