

SBLENDORIO GLENN

Form 4

June 22, 2018

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 *
 SBLENDORIO GLENN

(Last) (First) (Middle)

C/O INTERCEPT
 PHARMACEUTICALS, INC., 10
 HUDSON YARDS, FLOOR 37

(Street)

NEW YORK, NY 10001

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/20/2018

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)

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) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common Stock | 06/20/2018 | | A | (A) or (D) 1,787 (1) | \$ 0 5,516 | D | |

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

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 information contained in this form are not
 required to respond unless the form
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 (9-02)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Option to Purchase Common Stock | \$ 85.12 | 06/20/2018 | | A | 2,748 | (2) 06/20/2028 | Common Stock | 2,748 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SBLENDORIO GLENN
C/O INTERCEPT PHARMACEUTICALS, INC.
10 HUDSON YARDS, FLOOR 37
NEW YORK, NY 10001

X

Signatures

/s/ Mark Pruzanski, as
attorney-in-fact

06/22/2018

**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).

- Represents restricted stock units granted to the Reporting Person. Each restricted stock unit represents a contingent right to receive one
- (1) share of the Issuer's Common Stock. All of the shares subject to the award shall vest on the earlier of (i) the one-year anniversary of the date of grant and (ii) the day immediately preceding the date of the Issuer's 2019 Annual Meeting of Stockholders.
 - (2) All of the shares subject to the award shall vest and become exercisable on the earlier of (i) the one-year anniversary of the date of grant and (ii) the day immediately preceding the date of the Issuer's 2019 Annual Meeting of Stockholders.

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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