

INTERCEPT PHARMACEUTICALS INC  
 Form 4  
 April 08, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Adorini Luciano

(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)  
 04/06/2015

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 Scientific 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 or Disposed of (A) or (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)   | Price   |  |                                   |
| Common Stock                    | 04/06/2015                           |  | M <sup>(1)</sup>               | 4,000  | A \$ 8.6667   | 14,060   | D                                 |
| Common Stock                    | 04/06/2015                           |  | S <sup>(1)</sup>               | 1,000  | D \$ 266.18   | 13,060   | D                                 |
| Common Stock                    | 04/06/2015                           |  | S <sup>(1)</sup>               | 1,000  | D \$ 269.11   | 12,060   | D                                 |
| Common Stock                    | 04/06/2015                           |  | S <sup>(1)</sup>               | 2,000  | D \$ 271.64   | 10,060   | D                                 |

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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)

| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Purchase Common Stock            | \$ 8.6667  | 04/06/2015                           |  | M <sup>(1)</sup>               | 4,000   | <sup>(2)</sup> 09/06/2020                                | Common Stock  | 4,000                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Adorini Luciano<br>C/O INTERCEPT PHARMACEUTICALS, INC.<br>450 W. 15TH STREET, SUITE 505<br>NEW YORK, NY 10011 |               |           | Chief Scientific Officer |       |

## Signatures

/s/ Bryan Yoon, as attorney-in-fact 04/08/2015

\*\*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 10(b)5-1 plan adopted by the reporting person on March 9, 2015.
- (2) All the shares underlying this option have fully vested.
- (3) This transaction was executed in multiple trades at prices ranging from \$271.27 to \$272.01. 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

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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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