

Pruzanski Mark
 Form 4
 November 16, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Pruzanski Mark

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/15/2018

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

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10001

(City) (State) (Zip)

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	11/15/2018		M ⁽¹⁾		22,394	A	\$ 8.6667
							589,199
Common Stock	11/15/2018		S ⁽¹⁾		18,873	D	\$ 100.3813
							570,326
Common Stock	11/15/2018		S ⁽¹⁾		3,521	D	\$ 101.1327
							566,805

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Common Stock	11/16/2018		<u>M</u> ⁽¹⁾	27,606	A	\$ 8.6667	594,411	D
Common Stock	11/16/2018		<u>S</u> ⁽¹⁾	9,830	D	\$ 100.38 <u>(2)</u>	584,581	D
Common Stock	11/16/2018		<u>S</u> ⁽¹⁾	7,949	D	\$ 101.4828 <u>(4)</u>	576,632	D
Common Stock	11/16/2018		<u>S</u> ⁽¹⁾	7,839	D	\$ 102.6118 <u>(5)</u>	568,793	D
Common Stock	11/16/2018		<u>S</u> ⁽¹⁾	1,988	D	\$ 103.286 <u>(6)</u>	566,805	D

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option to Purchase Common Stock	\$ 8.6667	11/15/2018		<u>M</u> ⁽¹⁾	22,394	<u>(7)</u> 08/16/2020	Common Stock 22,394
Option to Purchase Common Stock	\$ 8.6667	11/16/2018		<u>M</u> ⁽¹⁾	27,606	<u>(7)</u> 08/16/2020	Common Stock 27,606

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X

President & CEO

Signatures

/s/ Mark

Pruzanski

11/16/2018

**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).

- (1) This transaction was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person for financial and tax planning purposes.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$100.00 to \$100.99, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (4), (5) and (6) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.00 to \$101.285, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.00 to \$101.955, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$102.025 to \$103.02, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$103.025 to \$103.57, inclusive.
- (6) This option is fully vested and exercisable.

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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