

INTERCEPT PHARMACEUTICALS INC

Form 4

August 15, 2014

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

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

## OMB APPROVAL

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(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)  
08/12/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Chief Scientific Officer

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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 08/12/2014                              |   | M <sup>(1)</sup>                     | 11,038 A  | \$ 8.6667 19,151   | D   |   |
| Common<br>Stock                       | 08/12/2014                              |   | S <sup>(1)</sup>                     | 400 D   | \$ 306.4934 18,751   | D   |   |
| Common<br>Stock                       | 08/12/2014                              |   | S <sup>(1)</sup>                     | 400 D   | \$ 307.5813 18,351   | D   |   |
| Common<br>Stock                       | 08/12/2014                              |   | S <sup>(1)</sup>                     | 600 D   | \$ 17,751  | D   |   |

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|              |            |                  |       |   |                               |        |   |
|--------------|------------|------------------|-------|---|-------------------------------|--------|---|
| Stock        |            |                  |       |   | 310.2037<br><u>(5)</u>        |        |   |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 600   | D | \$ 311.4<br><u>(6)</u>        | 17,151 | D |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 1,000 | D | \$<br>312.4105<br><u>(7)</u>  | 16,151 | D |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 1,100 | D | \$<br>313.7059<br><u>(8)</u>  | 15,051 | D |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 1,000 | D | \$<br>315.0085<br><u>(9)</u>  | 14,051 | D |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 900   | D | \$<br>316.6344<br><u>(10)</u> | 13,151 | D |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 500   | D | \$ 317.696<br><u>(11)</u>     | 12,651 | D |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 300   | D | \$<br>319.0867<br><u>(12)</u> | 12,351 | D |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 200   | D | \$ 320.205<br><u>(13)</u>     | 12,151 | D |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 100   | D | \$ 321                        | 12,051 | D |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 100   | D | \$ 322.03                     | 11,951 | D |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 200   | D | \$ 325.655<br><u>(14)</u>     | 11,751 | D |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 200   | D | \$ 327.49<br><u>(15)</u>      | 11,551 | D |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 400   | D | \$ 328.195<br><u>(16)</u>     | 11,151 | D |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 500   | D | \$ 329.947<br><u>(17)</u>     | 10,651 | D |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 300   | D | \$ 331.7<br><u>(18)</u>       | 10,351 | D |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 100   | D | \$ 332.045                    | 10,251 | D |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 100   | D | \$ 335.14                     | 10,151 | D |
|              | 08/12/2014 | S <sup>(1)</sup> | 200   | D |                               | 9,951  | D |

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|              |            |                  |     |   |                        |       |   |
|--------------|------------|------------------|-----|---|------------------------|-------|---|
| Common Stock |            |                  |     |   | \$<br>337.2983<br>(19) |       |   |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 300 | D | \$<br>340.2767<br>(20) | 9,651 | D |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 497 | D | \$<br>341.9032<br>(21) | 9,154 | D |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 203 | D | \$<br>342.6886<br>(22) | 8,951 | D |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 400 | D | \$<br>343.9975<br>(23) | 8,551 | D |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 300 | D | \$<br>345.1333<br>(24) | 8,251 | D |
| Common Stock | 08/12/2014 | S <sup>(1)</sup> | 138 | D | \$<br>346.5159<br>(25) | 8,113 | D |

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

**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.**

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Option to Purchase Common Stock            | \$ 8.6667  | 08/12/2014                           |  | M <sup>(1)</sup>               | 11,038  | <sup>(2)</sup> 07/20/2020                                | Common Stock 11,038   |

## 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<br>Scientific<br>Officer |       |

## Signatures

/s/ Bryan Yoon, as  
attorney-in-fact

08/15/2014

\_\_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) This reported transaction is pursuant to the Company 10b5-1 plan dated March 19, 2014.

(2) All shares underlying this option have fully vested.

(3) This transaction was executed in multiple trades at prices ranging from \$306 to \$306.92. 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 \$307.45 to \$307.735. 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 \$309.88 to \$310.48. 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) This transaction was executed in multiple trades at prices ranging from \$311 to \$312. 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 \$312.16 to \$312.83. 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 \$313.31 to \$314.2. 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 \$314.54 to \$315.48. 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 \$316.18 to \$316.98. 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 \$317.58 to \$318. 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 \$318.88 to \$319.48. 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.

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- (13) This transaction was executed in multiple trades at prices ranging from \$319.97 to \$320.44. 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 \$325.18 to \$326.13. 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 \$327.03 to \$327.95. 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 \$328.095 to \$328.25. 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 \$329.34 to \$330.325. 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.
- (18) This transaction was executed in multiple trades at prices ranging from \$331.4 to \$332. 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.
- (19) This transaction was executed in multiple trades at prices ranging from \$337.12 to \$337.46. 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.
- (20) This transaction was executed in multiple trades at prices ranging from \$340 to \$340.83. 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.
- (21) This transaction was executed in multiple trades at prices ranging from \$341.31 to \$342.2. 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.
- (22) This transaction was executed in multiple trades at prices ranging from \$342.375 to \$343. 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.
- (23) This transaction was executed in multiple trades at prices ranging from \$343.96 to \$344.05. 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.
- (24) This transaction was executed in multiple trades at prices ranging from \$344.99 to \$345.42. 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.
- (25) This transaction was executed in multiple trades at prices ranging from \$346.4 to \$346.56. 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.

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