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INTERCEPT PHARMACEUTICALS INC

Form 4

October 16, 2012

FORM 4

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

OMB Number:

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Issuer

January 31, Expires:

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response...

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OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

5. Relationship of Reporting Person(s) to

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

SECURITIES

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

Genextra S.p.A.

1. Name and Address of Reporting Person *

			INTERCEPT PHARMACEUTICALS INC [ICPT]			PT]	(Check all applicable)				
(Last) VIA G. DE	(First) (GRASSI, 11	(3. Date of Earliest Transaction (Month/Day/Year) 10/16/2012			- b	Director Officer (give t	X 10% Owner title Other (specify below)			
MILAN, Le	(Street)		4. 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			
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Eany (Month/Day	Date, if	3. Transactio Code (Instr. 8)	4. Securities 2 oper Disposed c (Instr. 3, 4 an	of (D)	red (A)	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, par value \$0.001 per share	10/16/2012			С	2,403,837	` '	(<u>1</u>) (<u>2</u>)	4,004,537	D		
Common Stock, par value \$0.001 per share	10/16/2012			С	2,403,837	A	(<u>1</u>) (<u>2</u>)	6,408,374	D		
Common Stock, par	10/16/2012			С	778,843	A	<u>(1)</u> <u>(2)</u>	7,187,217	D		

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value \$0.001 per share

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)	*		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 o Number o Shares
Series A Preferred Stock	<u>(1)</u> <u>(2)</u>	10/16/2012	<u>(3)</u>	C		13,888,889	(1)(2)	(1)(2)	Common Stock	2,403,8
Series A Preferred Stock	<u>(1)</u> <u>(2)</u>	10/16/2012	<u>(3)</u>	C		13,888,889	(1)(2)	(1)(2)	Common Stock	2,403,8
Series C Preferred Stock	<u>(1)</u> <u>(2)</u>	10/16/2012	<u>(3)</u>	C		4,500,000	(1)(2)	(1)(2)	Common Stock	778,84

Reporting Owners

Reporting Owner Name / Address	Relationships						
F-	Director	10% Owner	Officer	Other			
Genextra S.p.A.							
VIA G. DE GRASSI, 11		X					
MILAN, L6 20123							
Signatures							

/s/ Barbara Duncan, as 10/16/2012 Attorney-in-fact **Signature of Reporting Person Date

Reporting Owners 2

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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).
 - Immediately prior the completion of the Issuer's initial public offering (the "IPO"), the reporting person beneficially owned 13,888,889 shares of the Issuer's Series A Preferred Stock, 13,888,889 shares of the Issuer's Series B Preferred Stock and 4,500,000 shares of the
- (1) Issuer's Series C Preferred Stock. The Issuer's Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock had no expiration date, and were converted into the Issuer's common stock, without the payment of additional consideration, upon the closing of the Issuer's IPO based on the conversion rate then in effect, as determined in accordance with the Issuer's Restated Certificate of Incorporation, as amended.
- Upon the closing of the IPO, all 13,888,889 shares of Series A Preferred Stock, 13,888,889 shares of Series B Preferred Stock and 4,500,000 shares of Series C Preferred Stock held by Genextra S.p.A. were converted into 2,403,837 shares of common stock, 2,403,837 shares of common stock and 778,843 shares of common stock, respectively (or a conversion rate of 1-for-5.7778), and such conversion is reflected in the amount of common stock underlying the securities.
- (3) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.