

INTERCEPT PHARMACEUTICALS INC
 Form 4
 April 15, 2014

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 *
 Duncan Barbara Gayle

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)
 Chief Financial Officer

(Last) (First) (Middle)

C/O INTERCEPT
 PHARMACEUTICALS, INC., 450
 W. 15TH STREET, SUITE 505

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/11/2014

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 10011

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 04/11/2014 | | A | | 1,504 (2) \$ 0 | D | |
| Common Stock | 04/14/2014 | | M ⁽¹⁾ | | 1,154 \$ 21.5 | D | |
| Common Stock | 04/14/2014 | | S ⁽¹⁾ | | 1,154 \$ 279 | D | |

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

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SEC 1474 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | | |
| Option to Purchase Common Stock | \$ 266.01 | 04/11/2014 | | A | 1,835 | (3) | 04/11/2024 | Common Stock | 1,835 |
| Option to Purchase Common Stock | \$ 266.01 | 04/11/2014 | | A | 6,650 | (4) | 04/11/2024 | Common Stock | 6,650 |
| Option to Purchase Common Stock | \$ 21.5 | 04/14/2014 | | M ⁽¹⁾ | 1,154 | (5) | 11/16/2022 | Common Stock | 1,154 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Duncan Barbara Gayle C/O INTERCEPT PHARMACEUTICALS, INC. 450 W. 15TH STREET, SUITE 505 NEW YORK, NY 10011 | | | Chief Financial Officer | |

Signatures

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

04/15/2014

 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) The reported transaction was made pursuant to a Rule 10b5-1 plan adopted by the reporting person on March 19, 2014.

(2) 25% of the shares of restricted stock will vest on January 1, 2015, subject to the terms and conditions of the award and the Intercept Pharmaceuticals, Inc. 2012 Equity Incentive Plan (the "2012 Plan"). The remaining shares of restricted stock will vest pro rata on every subsequent three-month anniversary of the initial vesting date through January 1, 2018 (representing the vesting on each such vesting date of 6.25% of the shares of restricted stock), subject to the terms and conditions of the award and the 2012 Plan.

(3) 25% of the shares of common stock underlying this option will vest on January 1, 2015, subject to the terms and conditions of the award and the 2012 Plan. The remainder of the shares of common stock underlying this option will vest pro rata on a monthly basis after the initial vesting date through January 1, 2018 (representing the vesting on each such vesting date of approximately 2.0833% of the shares of common stock initially underlying this option), subject to the terms and conditions of the award and the 2012 Plan.

(4) The shares underlying this option to purchase common stock will vest upon the achievement of certain regulatory milestones at future dates.

(5) 2.0833% of shares originally underlying the option vest on a monthly basis through January 1, 2016, subject to the terms and conditions of the award and the 2012 Plan.

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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