

INTERCEPT PHARMACEUTICALS INC  
 Form 4  
 November 05, 2014

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

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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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)  
 CEO & President

(Last) (First) (Middle)  
 C/O INTERCEPT  
 PHARMACEUTICALS, INC., 450  
 W. 15TH STREET, SUITE 505  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/03/2014

NEW YORK, NY 10011  
 (City) (State) (Zip)

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

**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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------|---|---|--|--|
|                                 |                                      |  | Code               | V   | Amount or Price   |  |  |
| Common Stock                    | 11/03/2014                           |  | M <sup>(1)</sup>   |   | 10,000 A \$ 8.6667  | 489,909  | D  |
| Common Stock                    | 11/03/2014                           |  | S <sup>(1)</sup>   |   | 100 D \$ 247.66   | 489,809  | D  |
| Common Stock                    | 11/03/2014                           |  | S <sup>(1)</sup>   |   | 100 D \$ 249.69   | 489,709  | D  |
| Common Stock                    | 11/03/2014                           |  | S <sup>(1)</sup>   |   | 384 D \$ 250.8021   | 489,325  | D  |

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|              |            |                        |       |   |                               |         |   |
|--------------|------------|------------------------|-------|---|-------------------------------|---------|---|
| Common Stock | 11/03/2014 | <u>S<sup>(1)</sup></u> | 300   | D | \$ 252.9<br><u>(4)</u>        | 489,025 | D |
| Common Stock | 11/03/2014 | <u>S<sup>(1)</sup></u> | 500   | D | \$<br>254.2915<br><u>(5)</u>  | 488,525 | D |
| Common Stock | 11/03/2014 | <u>S<sup>(1)</sup></u> | 300   | D | \$<br>255.2967<br><u>(6)</u>  | 488,225 | D |
| Common Stock | 11/03/2014 | <u>S<sup>(1)</sup></u> | 200   | D | \$<br>256.5375<br><u>(7)</u>  | 488,025 | D |
| Common Stock | 11/03/2014 | <u>S<sup>(1)</sup></u> | 400   | D | \$ 257.96<br><u>(8)</u>       | 487,625 | D |
| Common Stock | 11/03/2014 | <u>S<sup>(1)</sup></u> | 1,100 | D | \$<br>259.4727<br><u>(9)</u>  | 486,525 | D |
| Common Stock | 11/03/2014 | <u>S<sup>(1)</sup></u> | 3,166 | D | \$ 260.676<br><u>(10)</u>     | 483,359 | D |
| Common Stock | 11/03/2014 | <u>S<sup>(1)</sup></u> | 2,950 | D | \$<br>261.7064<br><u>(11)</u> | 480,409 | D |
| Common Stock | 11/03/2014 | <u>S<sup>(1)</sup></u> | 500   | D | \$ 262.462<br><u>(12)</u>     | 479,909 | 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 |
| Options to                                 | \$ 8.6667  | 11/03/2014                           |  | <u>M<sup>(1)</sup></u>         | 10,000  | <u>(2)</u>   | 07/20/2020  | Common Stock | 10,000                     |

Purchase  
Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| Pruzanski Mark<br>C/O INTERCEPT PHARMACEUTICALS, INC.<br>450 W. 15TH STREET, SUITE 505<br>NEW YORK, NY 10011 | X             |           | CEO & President |       |

## Signatures

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

10/05/2014

\_\_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 December 18, 2013.
- (2) All shares underlying this option have vested.
- (3) This transaction was executed in multiple trades at prices ranging from \$250.24 to \$251. 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 \$252.49 to \$253.2. 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.
- (5) This transaction was executed in multiple trades at prices ranging from \$254.04 to \$254.59. 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 \$255.44 to \$256.34. 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 \$256.46 to \$256.62. 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 \$257.67 to \$258.09. 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 \$259 to \$259.97. 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 \$260.2075 to \$261.19. 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)

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This transaction was executed in multiple trades at prices ranging from \$261.24 to \$262.15. 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 \$262.44 to \$262.49. 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. 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.