

INTERCEPT PHARMACEUTICALS INC  
Form 4  
August 18, 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 \*  
SILVERSTEIN JONATHAN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
601 LEXINGTON AVENUE, 54TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
08/14/2014

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

(Street)  
NEW YORK, NY 10022

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

(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 or Disposed of (A) (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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock, par value \$0.001 per share | 08/14/2014                           |  | S                              | 3,704   | D   | \$ 292.701 (1)   | 1,652,878 I See Footnotes (15) (16)                   |
| Common Stock, par value \$0.001 per share | 08/14/2014                           |  | S                              | 4,468   | D   | \$ 293.847 (2)   | 1,648,410 I See Footnotes (15) (16)                   |
|   | 08/14/2014                           |  | S                              | 3,254   | D   |  | 1,645,156 I   |

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|   |            |   |       |   |                              |           |   |   |
|---|------------|---|-------|---|------------------------------|-----------|---|---|
| Common<br>Stock, par<br>value<br>\$0.001<br>per share |            |   |       |   | \$ 294.96<br><u>(3)</u>      |           |   | See<br>Footnotes<br><u>(15)</u> <u>(16)</u> |
| Common<br>Stock, par<br>value<br>\$0.001<br>per share | 08/14/2014 | S | 7,062 | D | \$<br>296.207<br><u>(4)</u>  | 1,638,094 | I | See<br>Footnotes<br><u>(15)</u> <u>(16)</u> |
| Common<br>Stock, par<br>value<br>\$0.001<br>per share | 08/14/2014 | S | 6,192 | D | \$<br>296.857<br><u>(5)</u>  | 1,631,902 | I | See<br>Footnotes<br><u>(15)</u> <u>(16)</u> |
| Common<br>Stock, par<br>value<br>\$0.001<br>per share | 08/14/2014 | S | 9,985 | D | \$ 297.76<br><u>(6)</u>      | 1,621,917 | I | See<br>Footnotes<br><u>(15)</u> <u>(16)</u> |
| Common<br>Stock, par<br>value<br>\$0.001<br>per share | 08/14/2014 | S | 100   | D | \$ 298.61                    | 1,621,817 | I | See<br>Footnotes<br><u>(15)</u> <u>(16)</u> |
| Common<br>Stock, par<br>value<br>\$0.001<br>per share | 08/14/2014 | S | 3,985 | D | \$<br>300.208<br><u>(7)</u>  | 1,617,832 | I | See<br>Footnotes<br><u>(15)</u> <u>(16)</u> |
| Common<br>Stock, par<br>value<br>\$0.001<br>per share | 08/14/2014 | S | 1,710 | D | \$<br>301.419<br><u>(8)</u>  | 1,616,122 | I | See<br>Footnotes<br><u>(15)</u> <u>(16)</u> |
| Common<br>Stock, par<br>value<br>\$0.001<br>per share | 08/14/2014 | S | 1,100 | D | \$<br>302.551<br><u>(9)</u>  | 1,615,022 | I | See<br>Footnotes<br><u>(15)</u> <u>(16)</u> |
| Common<br>Stock, par<br>value<br>\$0.001<br>per share | 08/14/2014 | S | 1,193 | D | \$<br>303.767<br><u>(10)</u> | 1,613,829 | I | See<br>Footnotes<br><u>(15)</u> <u>(16)</u> |
|   | 08/14/2014 | S | 1,732 | D |                              | 1,612,097 | I |   |

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|   |            |   |        |   |                              |           |   |  |   |
|---|------------|---|--------|---|------------------------------|-----------|---|--|---|
| Common<br>Stock, par<br>value<br>\$0.001<br>per share |            |   |        |   | \$<br>305.139<br><u>(11)</u> |           |   |  | See<br>Footnotes<br><u>(15)</u> <u>(16)</u> |
| Common<br>Stock, par<br>value<br>\$0.001<br>per share | 08/14/2014 | S | 525    | D | \$<br>306.233<br><u>(12)</u> | 1,611,572 | I |  | See<br>Footnotes<br><u>(15)</u> <u>(16)</u> |
| Common<br>Stock, par<br>value<br>\$0.001<br>per share | 08/14/2014 | S | 14,640 | D | \$<br>307.057<br><u>(13)</u> | 1,596,932 | I |  | See<br>Footnotes<br><u>(15)</u> <u>(16)</u> |
| Common<br>Stock, par<br>value<br>\$0.001<br>per share | 08/14/2014 | S | 350    | D | \$<br>308.126<br><u>(14)</u> | 1,596,582 | I |  | See<br>Footnotes<br><u>(15)</u> <u>(16)</u> |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                       |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

SILVERSTEIN JONATHAN  
601 LEXINGTON AVENUE  
54TH FLOOR  
NEW YORK, NY 10022

X

## Signatures

/s/ Jonathan  
Silverstein

08/18/2014

\*\*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 price reported in Column 4 is a weighted average price. These shares of the Issuer's common stock ("Shares") were sold in multiple transactions at prices ranging from \$292.19 to \$293.14 inclusive. Upon request, the Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission full information regarding the Shares sold at each separate price within the range set forth in this footnote.

(2) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$293.50 to \$294.49 inclusive. Upon request, the Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission full information regarding the Shares sold at each separate price within the range set forth in this footnote.

(3) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$294.50 to \$295.35 inclusive. Upon request, the Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission full information regarding the Shares sold at each separate price within the range set forth in this footnote.

(4) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$295.50 to \$296.47 inclusive. Upon request, the Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission full information regarding the Shares sold at each separate price within the range set forth in this footnote.

(5) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$296.50 to \$297.425 inclusive. Upon request, the Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission full information regarding the Shares sold at each separate price within the range set forth in this footnote.

(6) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$297.50 to \$298.10 inclusive. Upon request, the Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission full information regarding the Shares sold at each separate price within the range set forth in this footnote.

(7) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$300.00 to \$300.95 inclusive. Upon request, the Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission full information regarding the Shares sold at each separate price within the range set forth in this footnote.

(8) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$301.00 to \$301.98 inclusive. Upon request, the Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission full information regarding the Shares sold at each separate price within the range set forth in this footnote.

(9) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$302.01 to \$303.00 inclusive. Upon request, the Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission full information regarding the Shares sold at each separate price within the range set forth in this footnote.

(10)

Signatures

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The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$303.155 to \$304.13 inclusive. Upon request, the Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission full information regarding the Shares sold at each separate price within the range set forth in this footnote.

(11) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$304.66 to \$305.50 inclusive. Upon request, the Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission full information regarding the Shares sold at each separate price within the range set forth in this footnote.

(12) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$305.71 to \$306.65 inclusive. Upon request, the Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission full information regarding the Shares sold at each separate price within the range set forth in this footnote.

(13) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$307.00 to \$307.69 inclusive. Upon request, the Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission full information regarding the Shares sold at each separate price within the range set forth in this footnote.

(14) The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$308.00 to \$308.40 inclusive. Upon request, the Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission full information regarding the Shares sold at each separate price within the range set forth in this footnote.

(15) These Shares are held of record by OrbiMed Private Investments IV, LP ("OPI IV"). OrbiMed Capital GP IV LLC ("GP IV") is the general partner of OPI IV and OrbiMed Advisors LLC ("Advisors") is the managing member of GP IV. Samuel D. Isaly ("Isaly") is the managing member of and owner of a controlling interest in Advisors and may be deemed to have voting and investment power over the Shares held by OPI IV. The Reporting Person is a member of Advisors.

(16) Each of GP IV, Advisors, Isaly and the Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its or his pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Persons are beneficial owners for the purpose of Section 16 of the Exchange Act, or for any other purpose.

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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