### Edgar Filing: INTERCEPT PHARMACEUTICALS INC - Form 4

#### INTERCEPT PHARMACEUTICALS INC

Form 4

April 11, 2014

# FORM 4

Check this box

if no longer

subject to

Section 16.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average

burden hours per response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Micheli Francesco			2. Issuer Name and Ticker or Trading Symbol INTERCEPT PHARMACEUTICALS INC [ICPT]				I	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) VIA G. DE	(First) (	Middle)		of Earliest T Day/Year) 2014	ransaction		- b	Director Officer (give ti elow)	_X10% tleOther below)	Owner (specify	
	(Street)			endment, D onth/Day/Yea	ate Original		Α	. Individual or Join applicable Line) X_ Form filed by Or Form filed by Mo	ne Reporting Per	son	
MILAN, Lo	6 20123						P	erson	ne than one rep	orung	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative S	ecuri	ties Acqui	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transaction Code (Instr. 8)	4. Securitie omr Disposed (Instr. 3, 4 a	d of (È	<b>)</b> )	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 (2)	04/09/2014			S	318,695	D	\$ 320	5,620,195	I	See Footnote (1)	
Common Stock (3)	04/10/2014			X	865,381	A	\$ 10.4	6,485,576	I	See Footnote (1)	
Common Stock (3)	04/10/2014			S	30,623	D	\$ 293.91	6,454,953	I	See Footnote (1)	

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

#### Edgar Filing: INTERCEPT PHARMACEUTICALS INC - Form 4

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 o Number o Shares
Warrant to Purchase Common Stock <sup>(3)</sup>	\$ 10.4	04/10/2014		X	865,381	<u>(4)</u>	01/20/2015	Common Stock	865,381

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Micheli Francesco		v					
VIA G. DE GRASSI, 11 MILAN, L6 20123		X					

# **Signatures**

/s/ Per B. Chilstrom, attorney-in-fact for Mr. Francesco Micheli

04/11/2014

\*\*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).
- These shares are held by Genextra S.p.A. Mr. Micheli is the Executive Director of Genextra S.p.A. and, in such capacity, Mr. Micheli exercises voting control over the shares of common stock owned by Genextra S.p.A and investment control over such shares as authorized by the board of directors of Genextra S.p.A. Mr. Micheli disclaims beneficial ownership with respect to any such shares, except to the extent of his pecuniary interest therein, if any.
- (2) Represents shares of common stock sold by Genextra S.p.A. in a secondary offering pursuant to a registration statement on Form S-3 (File No. 333-194974) that was completed on April 9, 2014.
- Warrant to purchase an aggregate of 865,381 shares of common stock was exercised on a cashless basis by Genextra S.p.A. on April 10, 2014, resulting in the issuance by the Issuer of an aggregate of 834,758 shares of common stock based on a fair market value of \$293.91 per share, as determined by the average of the high (\$301.80) and low (\$286.01) trading price on April 9, 2014, the trading day immediately preceding the date of exercise.

Reporting Owners 2

### Edgar Filing: INTERCEPT PHARMACEUTICALS INC - Form 4

(4) This warrant is immediately exercisable.

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.