

INTERCEPT PHARMACEUTICALS INC  
Form 4  
April 11, 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 \*  
TALLARIGO LORENZO

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)

3. Date of Earliest Transaction (Month/Day/Year)  
04/09/2014

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

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

(Street)

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 Indirect Beneficial Ownership (Instr. 4) |   |                             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |   |   |                             |
| Common Stock <sup>(2)</sup>     | 04/09/2014                           |  | S                              |   | 318,695   | \$ 320   | 5,620,195   | I | See Footnote <sup>(1)</sup> |
| Common Stock <sup>(3)</sup>     | 04/10/2014                           |  | X                              |   | 865,381   | \$ 10.4  | 6,485,576   | I | See Footnote <sup>(1)</sup> |
| Common Stock <sup>(3)</sup>     | 04/10/2014                           |  | S                              |   | 30,623  | \$ 293.91  | 6,454,953   | I | See Footnote <sup>(1)</sup> |



## Edgar Filing: INTERCEPT PHARMACEUTICALS INC - Form 4

- (2) Represents shares of common stock sold by Genextra S.p.A. in a public offering on April 9, 2014 pursuant to a registration statement on Form S-3 (File No. 333-194974).

- Warrants to purchase an aggregate of 865,381 shares of common stock were 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.

- (4) Warrants were fully exercisable as of the date of exercise.

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.