

INTERCEPT PHARMACEUTICALS INC
 Form 4
 August 15, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Adorini Luciano

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
X Officer (give title below) ___ Other (specify below)
 Chief Scientific Officer

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/12/2014

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)
X 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 | 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 | (A) or (D) | Price |
| Common Stock | 08/12/2014 | | M ⁽¹⁾ | | 11,038 | A | \$ 8.6667 |
| Common Stock | 08/12/2014 | | S ⁽¹⁾ | | 400 | D | \$ 306.4934 |
| Common Stock | 08/12/2014 | | S ⁽¹⁾ | | 400 | D | \$ 307.5813 |
| Common Stock | 08/12/2014 | | S ⁽¹⁾ | | 600 | D | \$ 17,751 |

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| | | | | | | | |
|--------------|------------|-------------|-------|---|-------------------------------|--------|---|
| Stock | | | | | 310.2037 <u>(5)</u> | | |
| Common Stock | 08/12/2014 | <u>S(1)</u> | 600 | D | \$ 311.4 <u>(6)</u> | 17,151 | D |
| Common Stock | 08/12/2014 | <u>S(1)</u> | 1,000 | D | \$ 312.4105 <u>(7)</u> | 16,151 | D |
| Common Stock | 08/12/2014 | <u>S(1)</u> | 1,100 | D | \$ 313.7059 <u>(8)</u> | 15,051 | D |
| Common Stock | 08/12/2014 | <u>S(1)</u> | 1,000 | D | \$ 315.0085 <u>(9)</u> | 14,051 | D |
| Common Stock | 08/12/2014 | <u>S(1)</u> | 900 | D | \$ 316.6344 <u>(10)</u> | 13,151 | D |
| Common Stock | 08/12/2014 | <u>S(1)</u> | 500 | D | \$ 317.696 <u>(11)</u> | 12,651 | D |
| Common Stock | 08/12/2014 | <u>S(1)</u> | 300 | D | \$ 319.0867 <u>(12)</u> | 12,351 | D |
| Common Stock | 08/12/2014 | <u>S(1)</u> | 200 | D | \$ 320.205 <u>(13)</u> | 12,151 | D |
| Common Stock | 08/12/2014 | <u>S(1)</u> | 100 | D | \$ 321 | 12,051 | D |
| Common Stock | 08/12/2014 | <u>S(1)</u> | 100 | D | \$ 322.03 | 11,951 | D |
| Common Stock | 08/12/2014 | <u>S(1)</u> | 200 | D | \$ 325.655 <u>(14)</u> | 11,751 | D |
| Common Stock | 08/12/2014 | <u>S(1)</u> | 200 | D | \$ 327.49 <u>(15)</u> | 11,551 | D |
| Common Stock | 08/12/2014 | <u>S(1)</u> | 400 | D | \$ 328.195 <u>(16)</u> | 11,151 | D |
| Common Stock | 08/12/2014 | <u>S(1)</u> | 500 | D | \$ 329.947 <u>(17)</u> | 10,651 | D |
| Common Stock | 08/12/2014 | <u>S(1)</u> | 300 | D | \$ 331.7 <u>(18)</u> | 10,351 | D |
| Common Stock | 08/12/2014 | <u>S(1)</u> | 100 | D | \$ 332.045 | 10,251 | D |
| Common Stock | 08/12/2014 | <u>S(1)</u> | 100 | D | \$ 335.14 | 10,151 | D |
| | 08/12/2014 | <u>S(1)</u> | 200 | D | | 9,951 | D |

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| | | | | | | | | |
|--------------|------------|--|------------------|-----|-------------|-------------|-------|---|
| Common Stock | | | | | \$ | | | |
| | | | | | 337.2983 | | | |
| | | | | | <u>(19)</u> | | | |
| Common Stock | 08/12/2014 | | S ⁽¹⁾ | 300 | D | \$ | | |
| | | | | | | 340.2767 | 9,651 | D |
| | | | | | | <u>(20)</u> | | |
| Common Stock | 08/12/2014 | | S ⁽¹⁾ | 497 | D | \$ | | |
| | | | | | | 341.9032 | 9,154 | D |
| | | | | | | <u>(21)</u> | | |
| Common Stock | 08/12/2014 | | S ⁽¹⁾ | 203 | D | \$ | | |
| | | | | | | 342.6886 | 8,951 | D |
| | | | | | | <u>(22)</u> | | |
| Common Stock | 08/12/2014 | | S ⁽¹⁾ | 400 | D | \$ | | |
| | | | | | | 343.9975 | 8,551 | D |
| | | | | | | <u>(23)</u> | | |
| Common Stock | 08/12/2014 | | S ⁽¹⁾ | 300 | D | \$ | | |
| | | | | | | 345.1333 | 8,251 | D |
| | | | | | | <u>(24)</u> | | |
| Common Stock | 08/12/2014 | | S ⁽¹⁾ | 138 | D | \$ | | |
| | | | | | | 346.5159 | 8,113 | D |
| | | | | | | <u>(25)</u> | | |

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 |
| Option to Purchase Common Stock | \$ 8.6667 | 08/12/2014 | | M ⁽¹⁾ | 11,038 | <u>(2)</u> 07/20/2020 | Common Stock 11,038 |

Reporting Owners

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

Signatures

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

08/15/2014

__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) This reported transaction is pursuant to the Company 10b5-1 plan dated March 19, 2014.

(2) All shares underlying this option have fully vested.

(3) This transaction was executed in multiple trades at prices ranging from \$306 to \$306.92. 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 \$307.45 to \$307.735. 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 \$309.88 to \$310.48. 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 \$311 to \$312. 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 \$312.16 to \$312.83. 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 \$313.31 to \$314.2. 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.

(9) This transaction was executed in multiple trades at prices ranging from \$314.54 to \$315.48. 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 \$316.18 to \$316.98. 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) This transaction was executed in multiple trades at prices ranging from \$317.58 to \$318. 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 \$318.88 to \$319.48. 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.

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- (13) This transaction was executed in multiple trades at prices ranging from \$319.97 to \$320.44. 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.
- (14) This transaction was executed in multiple trades at prices ranging from \$325.18 to \$326.13. 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.
- (15) This transaction was executed in multiple trades at prices ranging from \$327.03 to \$327.95. 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.
- (16) This transaction was executed in multiple trades at prices ranging from \$328.095 to \$328.25. 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.
- (17) This transaction was executed in multiple trades at prices ranging from \$329.34 to \$330.325. 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.
- (18) This transaction was executed in multiple trades at prices ranging from \$331.4 to \$332. 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.
- (19) This transaction was executed in multiple trades at prices ranging from \$337.12 to \$337.46. 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.
- (20) This transaction was executed in multiple trades at prices ranging from \$340 to \$340.83. 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.
- (21) This transaction was executed in multiple trades at prices ranging from \$341.31 to \$342.2. 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.
- (22) This transaction was executed in multiple trades at prices ranging from \$342.375 to \$343. 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.
- (23) This transaction was executed in multiple trades at prices ranging from \$343.96 to \$344.05. 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.
- (24) This transaction was executed in multiple trades at prices ranging from \$344.99 to \$345.42. 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.
- (25) This transaction was executed in multiple trades at prices ranging from \$346.4 to \$346.56. 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.