

Pruzanski Mark  
 Form 4  
 November 16, 2018

**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)  
 President & CEO

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/15/2018

C/O INTERCEPT  
 PHARMACEUTICALS, INC., 10  
 HUDSON YARDS, FLOOR 37

(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 10001

(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	(A) or (D)	Price
Common Stock	11/15/2018		M <sup>(1)</sup>		22,394	A	\$ 8.6667
							589,199
Common Stock	11/15/2018		S <sup>(1)</sup>		18,873	D	\$ 100.3813
							570,326
Common Stock	11/15/2018		S <sup>(1)</sup>		3,521	D	\$ 101.1327
							566,805

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Common Stock	11/16/2018		<u>M</u> <sup>(1)</sup>	27,606	A	\$ 8.6667	594,411	D
Common Stock	11/16/2018		<u>S</u> <sup>(1)</sup>	9,830	D	\$ 100.38 <u>(2)</u>	584,581	D
Common Stock	11/16/2018		<u>S</u> <sup>(1)</sup>	7,949	D	\$ 101.4828 <u>(4)</u>	576,632	D
Common Stock	11/16/2018		<u>S</u> <sup>(1)</sup>	7,839	D	\$ 102.6118 <u>(5)</u>	568,793	D
Common Stock	11/16/2018		<u>S</u> <sup>(1)</sup>	1,988	D	\$ 103.286 <u>(6)</u>	566,805	D

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 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	11/15/2018		<u>M</u> <sup>(1)</sup>	22,394	<u>(7)</u> 08/16/2020	Common Stock 22,394
Option to Purchase Common Stock	\$ 8.6667	11/16/2018		<u>M</u> <sup>(1)</sup>	27,606	<u>(7)</u> 08/16/2020	Common Stock 27,606

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Pruzanski Mark  
C/O INTERCEPT PHARMACEUTICALS, INC.  
10 HUDSON YARDS, FLOOR 37  
NEW YORK, NY 10001

X

President & CEO

## Signatures

/s/ Mark

Pruzanski

11/16/2018

\*\*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 transaction was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person for financial and tax planning purposes.  
  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$100.00 to \$100.99, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (4), (5) and (6) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.00 to \$101.285, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.00 to \$101.955, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$102.025 to \$103.02, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$103.025 to \$103.57, inclusive.
- (6) This option is fully vested and exercisable.

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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