

WILLIAMS NICOLE
Form 3
October 10, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â WILLIAMS NICOLE

(Last) (First) (Middle)

C/O INTERCEPT
PHARMACEUTICALS,
INC.,Â 18 DESBROSSES
STREET

(Street)

NEW YORK,Â NYÂ 10013

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/10/2012

3. Issuer Name and Ticker or Trading Symbol

INTERCEPT PHARMACEUTICALS INC [ICPT]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Edgar Filing: WILLIAMS NICOLE - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Options to Purchase Common Stock	Â (1)	09/18/2018	Common Stock	6,923 (2)	\$ 9.82 (2)	D	Â
Options to Purchase Common Stock	Â (1)	09/16/2019	Common Stock	4,759 (2)	\$ 9.82 (2)	D	Â
Options to Purchase Common Stock	Â (1)	10/13/2021	Common Stock	4,759 (2)	\$ 8.67 (2)	D	Â
Options to Purchase Common Stock	Â (3)	10/13/2021	Common Stock	4,759 (2)	\$ 8.67 (2)	D	Â
Options to Purchase Common Stock	Â (4)	07/31/2022	Common Stock	4,759 (2)	\$ 9.31 (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS NICOLE C/O INTERCEPT PHARMACEUTICALS, INC. 18 DESBROSSES STREET NEW YORK, NY 10013	Â X	Â	Â	Â

Signatures

/s/ Barbara Duncan, as
Attorney-in-fact

10/10/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) All of the shares underlying this option have vested.
Reflects the 1-for-5.7778 reverse stock split effected on September 26, 2012 in connection with the Issuer's initial public offering,
- (2) pursuant to which (i) the number of shares of common stock underlying the option was divided by 5.7778 and (ii) the exercise price of the option was multiplied by 5.7778.
- (3) 39.18% of the shares underlying this option were vested on October 13, 2011, the date of grant, and the remainder of the shares originally underlying the option vest on a pro rata monthly basis through December 31, 2012, subject to the terms and conditions thereof.
- (4) 29.04% of the shares underlying this option were vested on July 31, 2012, the date of grant, and the remainder of the shares originally underlying the option vest on a pro rata monthly basis through December 31, 2014, subject to the terms and conditions thereof.

Â

Remarks:

ExhibitÂ ListÂ -Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.