

INTERCEPT PHARMACEUTICALS INC

Form 4

October 16, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Genextra S.p.A.

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)

10/16/2012

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

VIA G. DE GRASSI, 11

(Street)

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

MILAN, L6 20123

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	10/16/2012		C	2,403,837	A <u>(1)</u> <u>(2)</u>	4,004,537	D
Common Stock, par value \$0.001 per share	10/16/2012		C	2,403,837	A <u>(1)</u> <u>(2)</u>	6,408,374	D
Common Stock, par	10/16/2012		C	778,843	A <u>(1)</u> <u>(2)</u>	7,187,217	D

value
\$0.001 per
share

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 of Number of Shares
Series A Preferred Stock	<u>(1)</u> <u>(2)</u>	10/16/2012	<u>(3)</u>	C	13,888,889	<u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u>	Common Stock	2,403,8
Series A Preferred Stock	<u>(1)</u> <u>(2)</u>	10/16/2012	<u>(3)</u>	C	13,888,889	<u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u>	Common Stock	2,403,8
Series C Preferred Stock	<u>(1)</u> <u>(2)</u>	10/16/2012	<u>(3)</u>	C	4,500,000	<u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u>	Common Stock	778,84

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Genextra S.p.A. VIA G. DE GRASSI, 11 MILAN, L6 20123		X		

Signatures

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

10/16/2012

__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) Immediately prior the completion of the Issuer's initial public offering (the "IPO"), the reporting person beneficially owned 13,888,889 shares of the Issuer's Series A Preferred Stock, 13,888,889 shares of the Issuer's Series B Preferred Stock and 4,500,000 shares of the Issuer's Series C Preferred Stock. The Issuer's Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock had no expiration date, and were converted into the Issuer's common stock, without the payment of additional consideration, upon the closing of the Issuer's IPO based on the conversion rate then in effect, as determined in accordance with the Issuer's Restated Certificate of Incorporation, as amended.

(2) Upon the closing of the IPO, all 13,888,889 shares of Series A Preferred Stock, 13,888,889 shares of Series B Preferred Stock and 4,500,000 shares of Series C Preferred Stock held by Genextra S.p.A. were converted into 2,403,837 shares of common stock, 2,403,837 shares of common stock and 778,843 shares of common stock, respectively (or a conversion rate of 1-for-5.7778), and such conversion is reflected in the amount of common stock underlying the securities.

(3) Not applicable.

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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