

INTERCEPT PHARMACEUTICALS INC  
 Form 4  
 July 16, 2013

**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 \*  
 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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/12/2013

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

C/O INTERCEPT  
 PHARMACEUTICALS, INC., 18  
 DESBROSSES STREET  
 (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 10013

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common stock <sup>(1)</sup>	07/12/2013		M		3,300	A	\$ 9.8223 405,332	D
Common stock <sup>(1)</sup>	07/12/2013		S		2,000	D	\$ 51.0359 403,332	D
Common stock <sup>(1)</sup>	07/12/2013		S		1,300	D	\$ 51.8259 402,032	D
Common	07/15/2013		M		21,700	A	\$ 9.8223 423,732	D

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stock <sup>(1)</sup>

Common stock <sup>(1)</sup>	07/15/2013	S	20,041	D	\$ 49.7817 <sup>(5)</sup>	403,691	D
Common stock <sup>(1)</sup>	07/15/2013	S	1,659	D	\$ 50.6377 <sup>(6)</sup>	402,032	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)	Amount or Number of Shares
Options to Purchase Common Stock <sup>(1)</sup>	\$ 9.8223	07/12/2013		M	3,300	<sup>(2)</sup> 07/18/2016	Common stock	3,300
Options to Purchase Common Stock <sup>(1)</sup>	\$ 9.8223	07/15/2013		M	21,700	<sup>(2)</sup> 07/18/2016	Common stock	21,700

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pruzanski Mark C/O INTERCEPT PHARMACEUTICALS, INC. 18 DESBROSSES STREET NEW YORK, NY 10013	X		President and CEO	

## Signatures

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

07/16/2013

\_\_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) The reported transaction was made pursuant to a Rule 10b5-1 plan adopted by the reporting person on March 22, 2013.
- (2) All shares underlying this option have fully vested.

- This transaction was executed in multiple trades at prices ranging from \$50.53 to \$51.5263. 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.
- (3)

- This transaction was executed in multiple trades at prices ranging from \$51.5635 to \$52.19. 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 \$49.42 to \$50.40. 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 \$50.48 to \$50.77. 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)

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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