

INTERCEPT PHARMACEUTICALS INC  
Form 8-K  
September 12, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 8, 2016**

**INTERCEPT PHARMACEUTICALS, INC.**

**(Exact name of registrant as specified in its charter)**

|  |                     |                            |
|--|---------------------|----------------------------|
| <b>Delaware</b><br><b>(state or other jurisdiction</b> | <b>001-35668</b>    | <b>22-3868459</b>          |
| <b>of incorporation)</b>                               | <b>(Commission</b>  | <b>(I.R.S. Employer</b>    |
|  | <b>File Number)</b> | <b>Identification No.)</b> |

**450 W. 15<sup>th</sup> Street, Suite 505**

**10011**

**New York, New York**  
**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (646) 747-1000**

**(Former name or former address, if changed since last report)**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On September 8, 2016, the U.S. District Court for the Southern District of New York (the “Court”) granted final approval of the previously announced agreement with the lead plaintiff to settle the purported securities class action litigation, styled *In re: Intercept Pharmaceuticals, Inc. Securities Litigation*, against Intercept Pharmaceuticals, Inc. (the “Company” or “Intercept”) and certain of its officers.

The settlement included the payment of \$55 million, of which \$10 million was funded by the Company’s insurers. The defendants do not admit any liability as part of the settlement.

The final judgment and order of the Court included a dismissal of the action with prejudice against all defendants.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTERCEPT PHARMACEUTICALS, INC.

Date: September 12, 2016 /s/ Mark Pruzanski  
Mark Pruzanski, M.D.

President and Chief Executive Officer