

Shapiro David
Form 3
October 10, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Shapiro David | | (Month/Day/Year) | INTERCEPT PHARMACEUTICALS INC [ICPT] | |
| (Last) | (First) | (Middle) | 10/10/2012 | |
| C/O INTERCEPT PHARMACEUTICALS, INC., Â 18 DESBROSSES ST. | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, Â NY Â 10013 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Chief Medical Officer | |

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)

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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 Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | Amount or Number of | Derivative Security: Direct (D) | |
| | Expiration Date | | | | |

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|-------------------------------------|-------|------------|-----------------|------------|--------------|----------------------------------|---|
| Options to Purchase Common Stock | Â (1) | 01/08/2018 | Common Stock | 8,653 (2) | \$ 10.41 (2) | D | Â |
| Options to Purchase Common Stock | Â (1) | 04/01/2018 | Common Stock | 86,538 (2) | \$ 10.41 (2) | D | Â |
| Options to Purchase Common Stock | Â (3) | 07/20/2020 | Common Stock | 54,519 (2) | \$ 8.67 (2) | D | Â |
| Options to Purchase Common Stock | Â (4) | 10/13/2021 | Common Stock | 14,971 (2) | \$ 8.67 (2) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shapiro David C/O INTERCEPT PHARMACEUTICALS, INC. 18 DESBROSSES ST. NEW YORK, NY 10013 | Â | Â | Â Chief Medical Officer | 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 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) 25% of the shares underlying this option were vested on December 31, 2010, and the remainder of the shares originally underlying the option vest on a pro rata monthly basis through December 31, 2013, subject to the terms and conditions thereof.

(4) 19.59% 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, 2014, subject to the terms and conditions thereof.

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Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

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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