

INTERCEPT PHARMACEUTICALS INC  
 Form 4  
 February 14, 2014

**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 \*  
 Fundaro Paolo

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)  
 02/12/2014

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

C/O INTERCEPT  
 PHARMACEUTICALS, INC., 450  
 W. 15TH STREET, SUITE 505

(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 10011

(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)
			Code	V	Amount or Price		
Common Stock <sup>(1)</sup>	02/12/2014		M		3,461 A \$ 8.6667	5,440	D
Common Stock <sup>(1)</sup>	02/12/2014		M		3,461 A \$ 8.6667	8,901	D
Common Stock <sup>(1)</sup>	02/12/2014		S		500 D \$ 368.171 <sup>(3)</sup>	8,401	D
Common Stock <sup>(1)</sup>	02/12/2014		S		1,500 D \$ 370	6,901	D
	02/12/2014		S		500 D \$ 372	6,401	D

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Common Stock <u>(1)</u>							
Common Stock <u>(1)</u>	02/12/2014		S	500	D	\$ 373	5,901 D
Common Stock <u>(1)</u>	02/12/2014		S	1,000	D	\$ 375	4,901 D
Common Stock <u>(1)</u>	02/12/2014		S	864	D	\$ 378.6644 <u>(4)</u>	4,037 D
Common Stock <u>(1)</u>	02/12/2014		S	136	D	\$ 379.7935 <u>(5)</u>	3,901 D
Common Stock <u>(1)</u>	02/12/2014		S	500	D	\$ 381	3,401 D
Common Stock <u>(1)</u>	02/12/2014		S	500	D	\$ 382	2,901 D
Common Stock <u>(1)</u>	02/12/2014		S	922	D	\$ 383	1,979 D
Common Stock <u>(1)</u>	02/14/2014		S	324	D	\$ 367.51	1,655 D

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

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(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)	8. Amount or Number of Shares
Options to Purchase Common	\$ 8.6667	02/12/2014		M	3,461	<u>(2)</u> 10/13/2021	Common Stock	3,461

Stock <sup>(1)</sup>									
Options to Purchase Common Stock <sup>(1)</sup>	\$ 8.6667	02/12/2014	M	3,461	<sup>(2)</sup>	10/13/2021	Common Stock	3,461	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fundaro Paolo C/O INTERCEPT PHARMACEUTICALS, INC. 450 W. 15TH STREET, SUITE 505 NEW YORK, NY 10011	X			

## Signatures

/s/ Bryan Yoon, as attorney-in-fact 02/14/2014

\_\_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 December 5, 2013.
- (2) The shares of common stock underlying this option are fully vested.  
This transaction was executed in multiple trades at prices ranging from \$368.01 to \$368.91. 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 \$378.2 to \$379. 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 \$379.22 to \$380. 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)

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.