

INTERCEPT PHARMACEUTICALS INC  
Form 8-K  
November 07, 2014  
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): November 6, 2014**

**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> |
| <b>450 W. 15<sup>th</sup> Street, Suite 505</b>                              |                     | <b>10011</b>               |
| <b>New York, New York</b><br><b>(Address of principal executive offices)</b> |                     | <b>(Zip Code)</b>          |

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

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

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 2.02 Results of Operations and Financial Condition.**

On November 6, 2014, Intercept Pharmaceuticals, Inc. (the “Company”) announced its results for the nine months and quarter ended September 30, 2014 and provided a business update. As previously announced, the Company will webcast an investor event on November 10, 2014 starting at 6:30 p.m. ET. A copy of the Company’s press release containing such announcement is attached hereto as Exhibit 99.1. The information in the press release is incorporated by reference into this Item 2.02.

In accordance with General Instruction B-2 of Form 8-K, the information set forth in or incorporated by reference into this Item 2.02 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

## **Item 7.01 Regulation FD Disclosure.**

On November 6, 2014, the Company announced the publication of the results of the FLINT trial of obeticholic acid (OCA) for the treatment of nonalcoholic steatohepatitis (NASH) in *The Lancet*. The press release is attached hereto as Exhibit 99.2 and is incorporated by reference into this Item 7.01.

In accordance with General Instruction B-2 of Form 8-K, the information set forth in or incorporated by reference into this Item 7.01 shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

## **Item 9.01 Financial Statements and Exhibits**

### **(d) Exhibits.**

99.1 September 30, 2014 results press release, dated November 6, 2014.

99.2 FLINT press release, dated November 6, 2014.

**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: November 6, 2014 /s/ Mark Pruzanski  
Mark Pruzanski, M.D.

President and Chief Executive Officer