

INTERCEPT PHARMACEUTICALS INC  
 Form 3  
 October 10, 2012

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

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**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 <b>and</b> Ticker or Trading Symbol	
Â ORBIMED ADVISORS LLC		(Month/Day/Year)	INTERCEPT PHARMACEUTICALS INC [ICPT]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
601 LEXINGTON AVENUE,		10/10/2012		
54TH FLOOR			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below) (specify below)	
NEW YORK,Â NYÂ	10022		6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**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)
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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) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Series C Preferred Stock	Â (1)	Â (2)	Common Stock	1,817,300 (3)	\$ (1)	I	See Footnotes (4) (5) (6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORBIMED ADVISORS LLC 601 LEXINGTON AVENUE, 54TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
OrbiMed Capital GP IV LLC 601 LEXINGTON AVENUE, 54TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
ISALY SAMUEL D 601 LEXINGTON AVENUE, 54TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â

## Signatures

/s/ Samuel D.  
Isaly

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).

- The Issuer's Series C Preferred Stock has no expiration date, is convertible at any time, in whole or in part, at the election of the holder, into the Issuer's common stock and will convert, without the payment of additional consideration, into the Issuer's common stock upon
- (1) the closing of the Issuer's initial public offering using a calculation defined in the Issuer's Restated Certificate of Incorporation, as amended, based on the initial purchase price and the conversion rate in effect at the time of conversion. The Series C Preferred Stock will convert on a 1-for-5.7778 basis and such conversion is reflected in the amount of common stock underlying the security.
  - (2) Not applicable.
  - (3) Reflects a 1-for-5.7778 reverse split of the Issuer's common stock effected on September 26, 2012.

- (4) This Form 3 is being jointly filed by OrbiMed Private Investments IV, LP ("OPI IV"), OrbiMed Advisors LLC ("Advisors"), OrbiMed Capital GP IV LLC ("GP IV") and Samuel D. Isaly ("Isaly"). The Reporting Persons have designated a representative, currently Jonathan T. Silverstein, a member of Advisors, to serve on the Issuer's board of directors.

- (5) These shares are held of record by OPI IV. GP IV is the general partner of OPI IV and Advisors is the managing member of GP IV. Isaly is the managing member of and owner of a controlling interest in Advisors and may be deemed to have voting and investment power over the shares held by OPI IV as noted above.

- (6) Each of GP IV, Advisors and Isaly disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its or his pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Persons are beneficial owners for the purpose of Section 16 of the Exchange Act, or for any other purpose.

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.