

INTERCEPT PHARMACEUTICALS INC
Form 4
April 17, 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 *
Pruzanski Mark

2. Issuer Name and Ticker or Trading Symbol
INTERCEPT
PHARMACEUTICALS INC [ICPT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & President

(Last) (First) (Middle)
C/O INTERCEPT
PHARMACEUTICALS, INC., 450
W. 15TH STREET, SUITE 505

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2014

NEW YORK, NY 10011

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

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 04/15/2014 | | M | | 13,111 | A | \$ 2.8889 | 452,976 | D |
| Common Stock | 04/15/2014 | | M | | 14,332 | A | \$ 8.6667 | 467,308 | D |
| Common Stock | 04/15/2014 | | M | | 2,866 | A | \$ 8.6667 | 470,174 | D |
| Common Stock | 04/16/2014 | | M ⁽¹⁾ | | 10,000 | A | \$ 8.6667 | 480,174 | D |
| | 04/16/2014 | | S ⁽¹⁾ | | 10,000 | D | | 470,174 | D |

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Common Stock \$ 242.2166

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Option to Purchase Common Stock | \$ 2.8889 | 04/15/2014 | | M | 13,111 | <u>(2)</u> 01/01/2015 | Common Stock 13,111 |
| Option to Purchase Common Stock | \$ 8.6667 | 04/15/2014 | | M | 14,332 | <u>(2)</u> 07/20/2020 | Common Stock 14,332 |
| Option to Purchase Common Stock | \$ 8.6667 | 04/15/2014 | | M | 2,866 | <u>(3)</u> 10/13/2021 | Common Stock 2,866 |
| Option to Purchase Common Stock | \$ 8.6667 | 04/16/2014 | | M ⁽¹⁾ | 10,000 | <u>(2)</u> 07/20/2020 | Common Stock 10,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

CEO & President

NEW YORK, NY 10011

Signatures

/s/ Bryan Yoon, as
attorney-in-fact

04/17/2014

__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 19, 2013.
- (2) All of the shares underlying this option have vested.
- (3) The remaining shares underlying this option vest on a pro rata monthly basis through December 31, 2014, subject to the terms and conditions of the award and the Intercept Pharmaceuticals, Inc. 2012 Equity Incentive Plan.

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.