

INTERCEPT PHARMACEUTICALS INC
 Form 4
 April 03, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Shapiro David

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/01/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 CMO and EVP - Development

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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 or Price		
Common Stock	04/01/2015		M		1,622 ⁽³⁾	A	\$ 20,418 ⁽²⁾
Common Stock	04/01/2015		M ⁽¹⁾		203	A	\$ 10.4001 20,621
Common Stock	04/01/2015		M ⁽¹⁾		2,131	A	\$ 8.6667 22,752
Common Stock	04/01/2015		S ⁽¹⁾		1,334	D	\$ 269.8298 21,418 ⁽⁵⁾

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Common Stock	04/01/2015	S ⁽¹⁾	282	D	\$ 272.6856	21,136	D
Common Stock	04/01/2015	S ⁽¹⁾	1,000	D	\$ 281.15 (6)	20,136	D
Common Stock	04/02/2015	S ⁽¹⁾	843	D	\$ 277.7006	19,293	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
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units	(2)	04/01/2015		M	1,622	(3) (3)	Common Stock	1,622
Options to Purchase Common Stock	\$ 10.4001	04/01/2015		M ⁽¹⁾	203	(4) 04/01/2018	Common Stock	203
Option to Purchase Common Stock	\$ 8.6667	04/01/2015		M ⁽¹⁾	2,131	(4) 08/16/2020	Common Stock	2,131

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shapiro David C/O INTERCEPT PHARMACEUTICALS, INC.			CMO and EVP - Development	

450 W. 15TH STREET, SUITE 505
NEW YORK, NY 10011

Signatures

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

04/03/2015

__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 November 25, 2014.
- (2) Conversion of restricted stock units ("RSUs") to shares of common stock on a one-to-one basis.

On November 16, 2012, the reporting person was granted 25,961 RSUs. The RSUs reported as having been disposed and the corresponding shares reported as having been acquired, representing 6.25% of the shares underlying the RSUs, became vested on April 1,

- (3) 2015, subject to the terms and conditions of the award and the Intercept Pharmaceuticals, Inc. 2012 Equity Incentive Plan (the "2012 Plan"). The remainder of the shares underlying the RSUs will vest pro rata on a quarterly basis from July 1, 2015 through January 1, 2016, subject to the terms and conditions of the award and the 2012 Plan.
- (4) All shares underlying this option have vested.

This transaction was executed in multiple trades at prices ranging from \$269.50 to \$270.45. The price reported above reflects the

- (5) 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.

This transaction was executed in multiple trades at prices ranging from \$280.68 to \$281.62. The price reported above reflects the

- (6) 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.

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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