

INTERCEPT PHARMACEUTICALS INC

Form 8-K

April 04, 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): **April 4, 2014 (April 1, 2014)**

INTERCEPT PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 001-35668 | 22-3868459 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

450 W. 15th Street, Suite 505

10011

New York, New York

(Address of Principal Executive Offices) (Zip Code)

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

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(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 1.01. Entry into a Material Definitive Agreement.

On April 3, 2014, Intercept Pharmaceuticals, Inc. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Genextra S.p.A. and OrbiMed Private Investments IV, LP (the “Selling Stockholders”) and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and Goldman, Sachs & Co., as representatives of the several underwriters (collectively, the “Underwriters”), relating to an underwritten public offering of 1,000,000 shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share (the “Common Stock”). Pursuant to the Underwriting Agreement, the Company has agreed to sell an aggregate of 600,000 Shares, and the Selling Stockholders have agreed to sell an aggregate of 400,000 Shares to the Underwriters. The offering price of the Shares to the public was \$320.00 per share. After underwriting discounts and commissions and estimated offering expenses, the Company expects to receive net proceeds from the offering of approximately \$183.3 million. The Company will not receive any of the proceeds from the sale of shares by the Selling Stockholders. Under the terms of the Underwriting Agreement, the Selling Stockholders granted the Underwriters an option, exercisable for 30 days, to purchase up to an additional 150,000 shares of Common Stock from the Selling Stockholders on the same terms and conditions as the Shares.

The Shares will be issued pursuant to an automatically effective shelf registration statement on Form S-3 that the Company filed with the Securities and Exchange Commission (the “SEC”) on April 1, 2014 (File No. 333-94974). A prospectus supplement relating to the offering has been filed with the SEC. The closing of the offering is expected to take place on April 9, 2014, subject to customary closing conditions.

A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

A copy of the legal opinion and consent of Wilmer Cutler Pickering Hale and Dorr LLP relating to the Shares is attached as Exhibit 5.1 hereto.

Item 8.01. Other Events.

The full text of the press release announcing the proposed underwritten public offering on April 1, 2014 and the full text of the press release announcing the pricing of the underwritten public offering on April 3, 2014 are attached as Exhibits 99.1 and 99.2 hereto and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

See Exhibit Index attached hereto.

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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: April 4, 2014 By: /s/ Mark Pruzanski
Mark Pruzanski, M.D.
President and Chief
Executive Officer

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|---|
| 1.1 | Underwriting Agreement, dated April 3, 2014, by and among Intercept Pharmaceuticals, Inc., Genextra S.p.A., OrbiMed Private Investments IV, LP, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and Goldman Sachs & Co. |
| 5.1 | Opinion of Wilmer Cutler Pickering Hale and Dorr LLP |
| 23.1 | Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1) |
| 99.1 | Press release issued by Intercept Pharmaceuticals, Inc. on April 1, 2014 |
| 99.2 | Press release issued by Intercept Pharmaceuticals, Inc. on April 3, 2014 |