

INTERCEPT PHARMACEUTICALS INC  
Form 4  
August 15, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Adorini Luciano

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)  
Chief Scientific Officer

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/12/2014

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

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

NEW YORK, NY 10011

(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	08/12/2014		M <sup>(1)</sup>		11,038	A	\$ 8.6667 19,151
Common Stock	08/12/2014		S <sup>(1)</sup>		400	D	\$ 306.4934 18,751
Common Stock	08/12/2014		S <sup>(1)</sup>		400	D	\$ 307.5813 18,351
Common Stock	08/12/2014		S <sup>(1)</sup>		600	D	\$ 17,751

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Stock					310.2037 <u>(5)</u>		
Common Stock	08/12/2014	<u>S(1)</u>	600	D	\$ 311.4 <u>(6)</u>	17,151	D
Common Stock	08/12/2014	<u>S(1)</u>	1,000	D	\$ 312.4105 <u>(7)</u>	16,151	D
Common Stock	08/12/2014	<u>S(1)</u>	1,100	D	\$ 313.7059 <u>(8)</u>	15,051	D
Common Stock	08/12/2014	<u>S(1)</u>	1,000	D	\$ 315.0085 <u>(9)</u>	14,051	D
Common Stock	08/12/2014	<u>S(1)</u>	900	D	\$ 316.6344 <u>(10)</u>	13,151	D
Common Stock	08/12/2014	<u>S(1)</u>	500	D	\$ 317.696 <u>(11)</u>	12,651	D
Common Stock	08/12/2014	<u>S(1)</u>	300	D	\$ 319.0867 <u>(12)</u>	12,351	D
Common Stock	08/12/2014	<u>S(1)</u>	200	D	\$ 320.205 <u>(13)</u>	12,151	D
Common Stock	08/12/2014	<u>S(1)</u>	100	D	\$ 321	12,051	D
Common Stock	08/12/2014	<u>S(1)</u>	100	D	\$ 322.03	11,951	D
Common Stock	08/12/2014	<u>S(1)</u>	200	D	\$ 325.655 <u>(14)</u>	11,751	D
Common Stock	08/12/2014	<u>S(1)</u>	200	D	\$ 327.49 <u>(15)</u>	11,551	D
Common Stock	08/12/2014	<u>S(1)</u>	400	D	\$ 328.195 <u>(16)</u>	11,151	D
Common Stock	08/12/2014	<u>S(1)</u>	500	D	\$ 329.947 <u>(17)</u>	10,651	D
Common Stock	08/12/2014	<u>S(1)</u>	300	D	\$ 331.7 <u>(18)</u>	10,351	D
Common Stock	08/12/2014	<u>S(1)</u>	100	D	\$ 332.045	10,251	D
Common Stock	08/12/2014	<u>S(1)</u>	100	D	\$ 335.14	10,151	D
	08/12/2014	<u>S(1)</u>	200	D		9,951	D

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Common Stock					\$				
					337.2983				
					<u>(19)</u>				
Common Stock	08/12/2014		S <sup>(1)</sup>	300	D	\$	340.2767	9,651	D
						<u>(20)</u>			
Common Stock	08/12/2014		S <sup>(1)</sup>	497	D	\$	341.9032	9,154	D
						<u>(21)</u>			
Common Stock	08/12/2014		S <sup>(1)</sup>	203	D	\$	342.6886	8,951	D
						<u>(22)</u>			
Common Stock	08/12/2014		S <sup>(1)</sup>	400	D	\$	343.9975	8,551	D
						<u>(23)</u>			
Common Stock	08/12/2014		S <sup>(1)</sup>	300	D	\$	345.1333	8,251	D
						<u>(24)</u>			
Common Stock	08/12/2014		S <sup>(1)</sup>	138	D	\$	346.5159	8,113	D
						<u>(25)</u>			

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 8.6667	08/12/2014		M <sup>(1)</sup>	11,038	<u>(2)</u>	07/20/2020	Common Stock	11,038

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adorini Luciano C/O INTERCEPT PHARMACEUTICALS, INC. 450 W. 15TH STREET, SUITE 505 NEW YORK, NY 10011			Chief Scientific Officer	

## Signatures

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

08/15/2014

\_\_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) This reported transaction is pursuant to the Company 10b5-1 plan dated March 19, 2014.

(2) All shares underlying this option have fully vested.

(3) This transaction was executed in multiple trades at prices ranging from \$306 to \$306.92. The price reported above reflects the 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.

(4) This transaction was executed in multiple trades at prices ranging from \$307.45 to \$307.735. The price reported above reflects the 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.

(5) This transaction was executed in multiple trades at prices ranging from \$309.88 to \$310.48. The price reported above reflects the 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.

(6) This transaction was executed in multiple trades at prices ranging from \$311 to \$312. The price reported above reflects the 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.

(7) This transaction was executed in multiple trades at prices ranging from \$312.16 to \$312.83. The price reported above reflects the 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.

(8) This transaction was executed in multiple trades at prices ranging from \$313.31 to \$314.2. The price reported above reflects the 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.

(9) This transaction was executed in multiple trades at prices ranging from \$314.54 to \$315.48. The price reported above reflects the 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.

(10) This transaction was executed in multiple trades at prices ranging from \$316.18 to \$316.98. The price reported above reflects the 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.

(11) This transaction was executed in multiple trades at prices ranging from \$317.58 to \$318. The price reported above reflects the 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.

(12) This transaction was executed in multiple trades at prices ranging from \$318.88 to \$319.48. The price reported above reflects the 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.

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- (13) This transaction was executed in multiple trades at prices ranging from \$319.97 to \$320.44. The price reported above reflects the 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.
- (14) This transaction was executed in multiple trades at prices ranging from \$325.18 to \$326.13. The price reported above reflects the 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.
- (15) This transaction was executed in multiple trades at prices ranging from \$327.03 to \$327.95. The price reported above reflects the 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.
- (16) This transaction was executed in multiple trades at prices ranging from \$328.095 to \$328.25. The price reported above reflects the 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.
- (17) This transaction was executed in multiple trades at prices ranging from \$329.34 to \$330.325. The price reported above reflects the 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.
- (18) This transaction was executed in multiple trades at prices ranging from \$331.4 to \$332. The price reported above reflects the 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.
- (19) This transaction was executed in multiple trades at prices ranging from \$337.12 to \$337.46. The price reported above reflects the 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.
- (20) This transaction was executed in multiple trades at prices ranging from \$340 to \$340.83. The price reported above reflects the 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.
- (21) This transaction was executed in multiple trades at prices ranging from \$341.31 to \$342.2. The price reported above reflects the 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.
- (22) This transaction was executed in multiple trades at prices ranging from \$342.375 to \$343. The price reported above reflects the 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.
- (23) This transaction was executed in multiple trades at prices ranging from \$343.96 to \$344.05. The price reported above reflects the 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.
- (24) This transaction was executed in multiple trades at prices ranging from \$344.99 to \$345.42. The price reported above reflects the 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.
- (25) This transaction was executed in multiple trades at prices ranging from \$346.4 to \$346.56. The price reported above reflects the 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. 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.