

INTERCEPT PHARMACEUTICALS INC  
Form 8-K  
January 12, 2015

**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): January 12, 2015**

**INTERCEPT PHARMACEUTICALS, INC.**

**(Exact name of registrant as specified in its charter)**

<b>Delaware</b> <b>(state or other jurisdiction</b>	<b>001-35668</b>	<b>22-3868459</b>
<b>of incorporation)</b>	<b>(Commission</b>	<b>(I.R.S. Employer</b>
	<b>File Number)</b>	<b>Identification No.)</b>

**450 W. 15<sup>th</sup> Street, Suite 505**

**New York, New York**  
**(Address of principal executive offices)**

**10011**

**(Zip Code)**

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

**(Former name or former address, if changed since last report)**

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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 2.02 Results of Operations and Financial Condition.**

On January 12, 2015, Intercept Pharmaceuticals, Inc. (the “Company”) issued a press release providing a year end 2014 business update and announcing planned business milestones for 2015. The press release also contained an update on the Company’s anticipated cash and cash investments as of December 31, 2014. A copy of the Company’s press release containing such announcement is attached hereto as Exhibit 99.1. The information in the press release relating to the Company’s anticipated cash and cash investments as of December 31, 2014 is incorporated by reference into this Item 2.02.

In accordance with General Instruction B-2 of Form 8-K, the information set forth in or incorporated by reference into this Item 2.02 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 7.01 Regulation FD Disclosure.**

The information contained in the Company’s press release dated January 12, 2015 is also incorporated by reference into this Item 7.01.

In accordance with General Instruction B-2 of Form 8-K, the information set forth in or incorporated by reference into this Item 7.01 shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

99.1 Press release, dated January 12, 2015.

**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: January 12, 2015 /s/ Mark Pruzanski  
Mark Pruzanski, M.D.

President and Chief Executive Officer