

Edgar Filing: INTERCEPT PHARMACEUTICALS INC - Form 8-A12B

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-183706**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

Item 1. Description of Registrant's Securities to be Registered

For a description of the Registrant's common stock, par value \$0.001 per share, to be registered hereunder, reference is made to the information set forth under the heading "Description of Capital Stock — Common Stock" in the Registrant's prospectus that constitutes a part of the Registrant's Registration Statement on Form S-1, as amended (File No. 333-183706) (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), which information is hereby incorporated by reference. Any form of prospectus subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act that constitutes part of the Registration Statement shall be deemed to be incorporated herein by reference.

Item 2. Exhibits

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

INTERCEPT PHARMACEUTICALS,
INC.

Date: September 27, 2012 By: /s/ Mark Pruzanski
Mark Pruzanski, M.D.
President and Chief Executive Officer

Ownership Form of Derivative Security: Direct (D) or Indirect (I)

(Instr. 4) 11. Nature of Indirect Beneficial Ownership

(Instr. 4) Code V(A)(D) Date Exercisable Expiration Date Title Amount or Number of Shares Employee Stock Option (right to buy) \$
7004/19/2011 A 25,000 (1) 05/31/2019 Common Stock 25,000 \$ 0 75,000 (2) D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rucinski Steven A 2001 THEURER BLVD. WINONA, MN 55987			Executive Vice President	

Signatures

John Milek,
Attorney-in-Fact

04/20/2011

__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).

The options will fully vest and become exercisable over a period of seven years, with 50% of the options vesting and becoming
(1) exercisable half way through the relevant vesting period and the remainder vesting and becoming exercisable proportionately on each anniversary of the date of grant of the option occurring after the initial 50% vesting.

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- (2) Includes 50,000 employee stock options granted to the reporting person on 4/17/2007 with an expiration date of 5/31/2016 (as reported in a Form 3 filed on 11/15/2007), which options the reporting person has not exercised.

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.