

Shapiro David  
Form 4  
May 20, 2013

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/15/2013

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

C/O INTERCEPT  
PHARMACEUTICALS, INC., 18  
DESBROSSES STREET

(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 10013

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common stock                    | 05/15/2013                           |  | M <sup>(1)</sup>               | 3,254 A \$ 10.4001  | 8,318   | D  |   |
| Common stock                    | 05/15/2013                           |  | S <sup>(1)</sup>               | 16 D \$ 30.7  | 8,302   | D  |   |
| Common stock                    | 05/15/2013                           |  | S <sup>(1)</sup>               | 50 D \$ 30.98   | 8,252   | D  |   |
| Common stock                    | 05/15/2013                           |  | S <sup>(1)</sup>               | 30 D \$ 30.99   | 8,222   | D  |   |
|                                 | 05/15/2013                           |  | S <sup>(1)</sup>               | 20 D \$ 31.11   | 8,202   | D  |   |

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|              |            |             |     |   |            |       |   |
|--------------|------------|-------------|-----|---|------------|-------|---|
| Common stock |            |             |     |   |            |       |   |
| Common stock | 05/15/2013 | <u>S(1)</u> | 90  | D | \$ 31.1236 | 8,112 | D |
| Common stock | 05/15/2013 | <u>S(1)</u> | 500 | D | \$ 31.13   | 7,612 | D |
| Common stock | 05/15/2013 | <u>S(1)</u> | 100 | D | \$ 31.14   | 7,512 | D |
| Common stock | 05/15/2013 | <u>S(1)</u> | 200 | D | \$ 31.19   | 7,312 | D |
| Common stock | 05/15/2013 | <u>S(1)</u> | 90  | D | \$ 31.2283 | 7,222 | D |
| Common stock | 05/15/2013 | <u>S(1)</u> | 10  | D | \$ 31.27   | 7,212 | D |
| Common stock | 05/15/2013 | <u>S(1)</u> | 120 | D | \$ 31.2867 | 7,092 | D |
| Common stock | 05/15/2013 | <u>S(1)</u> | 838 | D | \$ 31.35   | 6,254 | D |
| Common stock | 05/15/2013 | <u>S(1)</u> | 100 | D | \$ 31.37   | 6,154 | D |
| Common stock | 05/15/2013 | <u>S(1)</u> | 100 | D | \$ 31.39   | 6,054 | D |
| Common stock | 05/15/2013 | <u>S(1)</u> | 100 | D | \$ 31.399  | 5,954 | D |
| Common stock | 05/15/2013 | <u>S(1)</u> | 10  | D | \$ 31.46   | 5,944 | D |
| Common stock | 05/15/2013 | <u>S(1)</u> | 80  | D | \$ 31.5    | 5,864 | D |
| Common stock | 05/15/2013 | <u>S(1)</u> | 200 | D | \$ 31.54   | 5,664 | D |
| Common stock | 05/15/2013 | <u>S(1)</u> | 100 | D | \$ 31.56   | 5,564 | D |
| Common stock | 05/15/2013 | <u>S(1)</u> | 100 | D | \$ 31.58   | 5,464 | D |
| Common stock | 05/15/2013 | <u>S(1)</u> | 300 | D | \$ 31.6953 | 5,164 | D |
| Common stock | 05/15/2013 | <u>S(1)</u> | 100 | D | \$ 31.74   | 5,064 | D |
| Common stock | 05/16/2013 | <u>M(1)</u> | 496 | A | \$ 10.4001 | 5,560 | D |
|              | 05/16/2013 | <u>S(1)</u> | 465 | D | \$ 31.2    | 5,095 | D |

|              |            |  |                  |     |   |            |       |   |
|--------------|------------|--|------------------|-----|---|------------|-------|---|
| Common stock |            |  |                  |     |   |            |       |   |
| Common stock | 05/16/2013 |  | S <sup>(1)</sup> | 435 | D | \$ 31.22   | 4,660 | D |
| Common stock | 05/16/2013 |  | S <sup>(1)</sup> | 662 | D | \$ 31.2201 | 3,998 | D |
| Common stock | 05/16/2013 |  | S <sup>(1)</sup> | 100 | D | \$ 31.26   | 3,898 | D |
| Common stock | 05/16/2013 |  | S <sup>(1)</sup> | 100 | D | \$ 31.3    | 3,798 | 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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Options to Purchase Common Stock           | \$ 10.4001   | 05/15/2013                           |  | M <sup>(1)</sup>               | 3,254  | <sup>(2)</sup> 04/01/2018                                | Common stock  | 3,254                         |
| Options to Purchase Common Stock           | \$ 10.4001   | 05/16/2013                           |  | M <sup>(1)</sup>               | 496  | <sup>(2)</sup> 04/01/2018                                | Common stock  | 496                           |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Shapiro David  
C/O INTERCEPT PHARMACEUTICALS, INC.  
18 DESBROSSES STREET  
NEW YORK, NY 10013

CMO and EVP - Development

## Signatures

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

05/20/2013

\_\_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 March 20, 2013.
  - (2) All shares underlying this option have vested.

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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