

AKKARAJU SRINIVAS  
Form 4  
June 22, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
AKKARAJU SRINIVAS

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)  
06/20/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O INTERCEPT  
PHARMACEUTICALS, INC., 10  
HUDSON YARDS, FLOOR 37

(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 10001

(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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	06/20/2018		A	1,787 <u>(1)</u>	A \$ 0 16,456	D	
Common Stock					234,375	I	See footnote <u>(2)</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**

SEC 1474  
(9-02)

number.

**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)	8. Amount or Number of Shares
Option to Purchase Common Stock	\$ 85.12	06/20/2018		A	2,748	(3) 06/20/2028	Common Stock	2,748

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

AKKARAJU SRINIVAS  
C/O INTERCEPT PHARMACEUTICALS, INC.  
10 HUDSON YARDS, FLOOR 37  
NEW YORK, NY 10001

X

## Signatures

/s/ Mark Pruzanski, as  
attorney-in-fact

06/22/2018

\*\*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).

Represents restricted stock units granted to the Reporting Person. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock. All of the shares subject to the award shall vest on the earlier of (i) the one-year anniversary of the date of grant and (ii) the day immediately preceding the date of the Issuer's 2019 Annual Meeting of Stockholders.

(2) Shares held by Samsara BioCapital, L.P. ("Samsara BioCapital"). The reporting person is a managing member of Samsara BioCapital GP, LLC, the general partner of Samsara BioCapital. The Reporting Person disclaims beneficial ownership of these shares except to the extent of the Reporting Person's pecuniary interest therein.

(3) All of the shares subject to the award shall vest and become exercisable on the earlier of (i) the one-year anniversary of the date of grant and (ii) the day immediately preceding the date of the Issuer's 2019 Annual Meeting of Stockholders.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: AKKARAJU SRINIVAS - Form 4

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.