

Micheli Francesco
Form 5
February 14, 2013

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Micheli Francesco

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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

C/O GENEXTRA S.P.A., VIA G.
DE GRASSI, 11

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MILAN, L6 20124

__X__ Form Filed by One Reporting Person
___ Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$0.001 per share	Â	Â	3(1)	Â	Â	Â	I	See footnote (4)
Common Stock, par value	10/16/2012	Â (5)	C4	2,403,837	A \$ (2) (3)	8,052,598	I	See footnote (4)

\$0.001 per share

Common Stock, par value \$0.001 per share

10/16/2012	Â <u>(5)</u>	C4	2,403,837	A	\$ <u>(2)</u> <u>(3)</u>	8,052,598	I	See footnote <u>(4)</u>
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Common Stock, par value \$0.001 per share

10/16/2012	Â <u>(5)</u>	C4	778,843	A	\$ <u>(2)</u> <u>(3)</u>	8,052,598	I	See footnote <u>(4)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (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 Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Series A Preferred Stock	Â	Â	Â	3 <u>(7)</u>	Â	Â	Â <u>(11)</u>	Â <u>(11)</u>	Common Stock
Series B Preferred Stock	Â	Â	Â	3 <u>(8)</u>	Â	Â	Â <u>(11)</u>	Â <u>(11)</u>	Common Stock
Series C Preferred Stock	Â	Â	Â	3 <u>(9)</u>	Â	Â	Â <u>(11)</u>	Â <u>(11)</u>	Common Stock
Warrant to Purchase Common Stock	\$ 10.41	Â	Â	3 <u>(10)</u>	Â	Â	Â <u>(12)</u>	01/20/2015	Common Stock
Series A Preferred Stock	Â	10/16/2012	Â <u>(5)</u>	C4	Â	13,888,889	Â <u>(2)(3)</u>	Â <u>(2)(3)</u>	Common Stock
Series B Preferred	Â	10/16/2012	Â <u>(5)</u>	C4	Â	13,888,889	Â <u>(2)(3)</u>	Â <u>(2)(3)</u>	Common Stock

Stock

Series C

Preferred Stock	Â	10/16/2012	Â (5)	C4	Â	4,500,000	Â (2)(3)	Â (2)(3)	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Micheli Francesco C/O GENEXTRA S.P.A. VIA G. DE GRASSI, 11 MILAN, L6 20124	Â	Â X	Â	Â

Signatures

/s/ Allison Sherrier, attorney-in-fact for Mr. Francesco
Micheli

02/14/2013

__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) Genextra. S.p.A. owned 1,600,700 shares of Common Stock on October 10, 2012, the date on which the reporting person became a greater than 10% owner of the Issuer.
- (2) Immediately prior the completion of the Issuer's initial public offering (the "IPO"), Genextra S.p.A. beneficially owned 13,888,889 shares of the Issuer's Series A Preferred Stock, 13,888,889 shares of the Issuer's Series B Preferred Stock and 4,500,000 shares of the Issuer's Series C Preferred Stock. The Issuer's Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock had no expiration date, and were converted into the Issuer's common stock, without the payment of additional consideration, upon the closing of the Issuer's IPO based on the conversion rate then in effect, as determined in accordance with the Issuer's Restated Certificate of Incorporation, as amended.
- (3) Upon the closing of the IPO, all 13,888,889 shares of Series A Preferred Stock, 13,888,889 shares of Series B Preferred Stock and 4,500,000 shares of Series C Preferred Stock held by Genextra S.p.A. were converted into 2,403,837 shares of common stock, 2,403,837 shares of common stock and 778,843 shares of common stock, respectively (or a conversion rate of 1-for-5.7778), and such conversion is reflected in the amount of common stock underlying the securities.
- (4) Held by Genextra S.p.A. Mr. Micheli is an Executive Director of Genextra S.p.A. and, in such capacity, Mr. Micheli exercises voting control over the shares of common stock owned by Genextra S.p.A. Mr. Micheli disclaims beneficial ownership with respect to any such shares, except to the extent of his pecuniary interest therein, if any.
- (5) Not applicable.
- (6) The shares of preferred stock would convert into common stock upon the closing of the Issuer's initial public offering using a calculation set forth in the Issuer's Restated Certificate of Incorporation, as amended, based on the conversion rate in effect at the time of conversion. The preferred stock would convert on a 1-for-5.7778 basis and such conversion is reflected in the amount of common stock underlying the security
- (7) Genextra. S.p.A. owned 2,403,837 shares of Series A Preferred Stock on October 10, 2012, the date on which the reporting person became a greater than 10% owner of the Issuer.
- (8) Genextra. S.p.A. owned 2,403,837 shares of Series B Preferred Stock on October 10, 2012, the date on which the reporting person became a greater than 10% owner of the Issuer.
- (9) Genextra. S.p.A. owned 778,843 shares of Series C Preferred Stock on October 10, 2012, the date on which the reporting person became a greater than 10% owner of the Issuer.

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- (10) Genextra. S.p.A. owned warrants to purchase 865,381 shares of Common Stock on October 10, 2012, the date on which the reporting person became a greater than 10% owner of the Issuer.
- (11) These shares of preferred stock were convertible into the Issuer's common stock in accordance with the Issuer's Restated Certificate of Incorporation, as amended, at any time after the issuance of such shares, at the holder's election.
- (12) This Warrant is immediately exercisable.

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Remarks:

ExhibitÂ ListÂ -Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.