

INTERCEPT PHARMACEUTICALS INC

Reported by
KIM RICHARD J

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 05/12/17 for the Period Ending 05/01/17

Address	450 W. 15TH STREET SUITE 505 NEW YORK, NY 10011
Telephone	646-747-1000
CIK	0001270073
Symbol	ICPT
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
Kim Richard J			5/1/2017		INTERCEPT PHARMACEUTICALS INC [ICPT]		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
C/O INTERCEPT PHARMACEUTICALS, INC., 10 HUDSON YARDS, FLOOR 37			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, Commercial US /				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK, NY 10001					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)							

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2026 (1)	D	
Common Stock	1399 (2)	D	
Common Stock	3267 (3)	D	
Common Stock	4700 (4)	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Option to Purchase Common Stock	(5)	7/18/2025	Common Stock	4395	\$277.61	D	
Option to Purchase Common Stock	(6)	2/11/2026	Common Stock	4100	\$94.29	D	
Option to Purchase Common Stock	(7)	2/1/2027	Common Stock	7800	\$107.18	D	

Explanation of Responses:

- The shares of restricted stock will vest pro rata on every subsequent three-month anniversary of July 18, 2016 through July 18, 2019 (representing the vesting on each such vesting date of 6.25% of the shares of the total restricted stock initially granted), subject to the terms and conditions of the award and the Intercept Pharmaceuticals, Inc. 2012 Equity Incentive Plan (the "2012 Plan").
- The shares of restricted stock will vest pro rata on every subsequent three-month anniversary of January 1, 2017 through January 1, 2020 (representing the vesting on each such vesting date of 6.25% of the shares of the total restricted stock initially granted), subject to the terms and conditions of the award and the 2012 Plan.
- The shares of restricted stock will vest on February 10, 2018, subject to the terms and conditions of the award and the 2012 Plan.

- (4) 25% of the shares of restricted stock will vest on January 1, 2018, subject to the terms and conditions of the award and the 2012 Plan. The remaining shares of restricted stock will vest pro rata on every subsequent three-month anniversary of the initial vesting date through January 1, 2021 (representing the vesting on each such vesting date of 6.25% of the shares of restricted stock), subject to the terms and conditions of the award and the 2012 Plan.
- (5) 25% of the shares of common stock underlying this option vested on July 18, 2016, subject to the terms and conditions of the award and the 2012 Plan. The remainder of the shares of common stock underlying this option vest pro rata on a monthly basis after the initial vesting date through July 18, 2019 (representing the vesting on each such vesting date of approximately 2.0833% of the shares of common stock initially underlying this option), subject to the terms and conditions of the award and the 2012 Plan.
- (6) 25% of the shares of common stock underlying this option vested on January 1, 2017, subject to the terms and conditions of the award and the 2012 Plan. The remainder of the shares of common stock underlying this option vest pro rata on a monthly basis after the initial vesting date through January 1, 2020 (representing the vesting on each such vesting date of approximately 2.0833% of the shares of common stock initially underlying this option), subject to the terms and conditions of the award and the 2012 Plan.
- (7) 25% of the shares of common stock underlying this option will vest on January 1, 2018, subject to the terms and conditions of the award and the 2012 Plan. The remainder of the shares of common stock underlying this option will vest pro rata on a monthly basis after the initial vesting date through January 1, 2021 (representing the vesting on each such vesting date of approximately 2.0833% of the shares of common stock initially underlying this option), subject to the terms and conditions of the award and the 2012 Plan.

Remarks:

Exhibit List- Exhibit 24.1- Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kim Richard J C/O INTERCEPT PHARMACEUTICALS, INC. 10 HUDSON YARDS, FLOOR 37 NEW YORK, NY 10001			SVP, Commercial US	

Signatures

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

5/12/2017

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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

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 number.

POWER OF ATTORNEY

Know all by these present, that the undersigned hereby constitutes and appoints each of Mark Pruzanski, Sandip Kapadia and Seokho Bryan Yoon of Intercept Pharmaceuticals, Inc. (the "Company"), and Brian Johnson of Wilmer Cutler Pickering Hale and Dorr LLP, signing singly, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute and deliver for and on behalf of the undersigned, forms and authentication documents for EDGAR Filing Access;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such forms and authentication documents;
- (3) execute and deliver for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (4) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange, self-regulatory or similar authority; and
- (5) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, (i) any of the undersigned's responsibilities to comply with the requirements of the Exchange Act or any liability for the undersigned's failure to comply with such requirements or (ii) any obligation or liability that the undersigned incurs for profit disgorgement under Section 16(b) of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

This Power of Attorney does not revoke any other power of attorney that the undersigned has previously granted.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 19th day of April, 2017.

/s/ Richard Kim
Signature

Richard Kim
Print Name

