

INTERCEPT PHARMACEUTICALS INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 05/10/17

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

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

**FORM S-8
REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933**

INTERCEPT PHARMACEUTICALS, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

22-3868459
(I.R.S. Employer
Identification No.)

10 Hudson Yards, 37th Floor
New York, NY 10001
(646) 747-1000
(Address, Including Zip Code, of Principal Executive Offices)

INTERCEPT PHARMACEUTICALS, INC. 2012 EQUITY INCENTIVE PLAN
(Full Title of the Plan)

Mark Pruzanski, M.D.
President and Chief Executive Officer
Intercept Pharmaceuticals, Inc.
10 Hudson Yards, 37th Floor
New York, NY 10001
(646) 747-1000
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copies to:
Brian A. Johnson, Esq.
Wilmer Cutler Pickering Hale and Dorr LLP
7 World Trade Center
250 Greenwich Street
New York, New York 10007
(212) 230-8800
Facsimile: (212) 230-8888

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

(Do not check if smaller reporting company)

Accelerated filer

Smaller reporting company

Emerging Growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$0.001 per share	2,166,688 shares	\$113.10	\$245,052,413	\$28,402

(1) The number of shares of common stock, par value \$0.001 per share ("Common Stock"), of Intercept Pharmaceuticals, Inc. (the "Registrant"), stated above consists of (i) additional shares of Common Stock reserved under the Intercept Pharmaceuticals, Inc. 2012 Equity Incentive Plan (the "2012 Plan") as a result

of the automatic increase in shares reserved under the 2012 Plan on January 1, 2016 (976,101 shares) and January 1, 2017 (993,558 shares) pursuant to the terms thereof and (ii) 197,029 shares added to the 2012 Plan due to expirations and forfeitures of equity awards previously made under the 2012 Plan. The maximum number of shares which may be issued under the Plan is subject to adjustment in accordance with certain anti-dilution and other provisions of the Plan. Accordingly, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement covers, in addition to the number of shares stated above, an indeterminate number of shares which may be subject to grant or otherwise issuable after the operation of any such anti-dilution and other provisions.

- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price for the additional shares reserved for future grant or issuance under the 2012 Plan are based on the average of the high and the low sales prices of Registrant's Common Stock as reported on The NASDAQ Global Market as of a date (May 3, 2017) within five business days prior to filing this Registration Statement.
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EXPLANATORY NOTE

This Registration Statement registers additional securities of the same class as other securities for which the registration statements filed on Form S-8 (SEC File Nos. 333-184810, 333-188064 and 333-206247) of the Registrant are effective. The information contained in the Registrant's registration statements on Form S-8 (SEC File Nos. 333-184810, 333-188064 and 333-206247) are hereby incorporated by reference pursuant to General Instruction E of Form S-8.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The Index of Exhibits immediately following the signatures to this Registration Statement is incorporated herein by reference.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York on May 10, 2017.

INTERCEPT PHARMACEUTICALS, INC.

By /s/ Mark Pruzanski
Mark Pruzanski, M.D.
President and Chief Executive Officer

We the undersigned officers and directors of Intercept Pharmaceuticals, Inc., hereby severally constitute and appoint Mark Pruzanski, M.D. and Sandip Kapadia, and each of them singly, our true and lawful attorneys with full power to any of them, and to each of them singly, to sign for us and in our names in the capacities indicated below any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Intercept Pharmaceuticals, Inc., and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and generally to do all such things in our name and behalf in our capacities as officers and directors to enable Intercept Pharmaceuticals, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mark Pruzanski</u> Mark Pruzanski, M.D.	President and Chief Executive Officer and Director (Principal Executive Officer)	May 10, 2017
<u>/s/ Sandip Kapadia</u> Sandip Kapadia	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	May 10, 2017
<u>/s/ Paolo Fundaro</u> Paolo Fundaro	Chairman of the Board of Directors	May 10, 2017
<u>/s/ Srinivas Akkaraju</u> Srinivas Akkaraju, M.D., Ph.D.	Director	May 10, 2017
<u>/s/ Luca Benatti</u> Luca Benatti, Ph.D.	Director	May 10, 2017
<u>/s/ Daniel Bradbury</u> Daniel Bradbury	Director	May 10, 2017
<u>/s/ Keith Gottesdiener</u> Keith Gottesdiener, M.D.	Director	May 10, 2017
<u>/s/ Gino Santini</u> Gino Santini	Director	May 10, 2017
<u>/s/ Glenn Sblendorio</u> Glenn Sblendorio	Director	May 10, 2017
<u>/s/ Daniel Welch</u> Daniel Welch	Director	May 10, 2017

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
(5.1)	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP as to the legality of shares being registered.
(23.1)	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in opinion of counsel filed as Exhibit 5.1).
(23.2)	Consent of KPMG LLP, independent registered public accounting firm.
(24.1)	Power of Attorney to file future amendments (set forth on the signature page of this Registration Statement).

May 10, 2017

Intercept Pharmaceuticals, Inc.
10 Hudson Yards, 37th Floor
New York, New York 10001

Re: 2012 Equity Incentive Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 2,166,688 shares of common stock, \$0.001 par value per share (the "Shares"), of Intercept Pharmaceuticals, Inc., a Delaware corporation (the "Company"), issuable under the Company's 2012 Equity Incentive Plan (the "Plan").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the State of New York and the General Corporation Law of the State of Delaware.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING
HALE AND DORR LLP

By: /s/ Brian A. Johnson
Brian A. Johnson, a Partner

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Intercept Pharmaceuticals, Inc.:

We consent to the incorporation by reference in the registration statement on Form S-8 of Intercept Pharmaceuticals, Inc. of our report dated March 1, 2017, with respect to the consolidated balance sheets of Intercept Pharmaceuticals, Inc. and subsidiaries as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive loss, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2016, and the effectiveness of internal control over financial reporting as of December 31, 2016, incorporated herein by reference and to the reference to our firm under the heading "Experts" in the prospectus.

/s/ KPMG LLP

New York, New York
May 10, 2017
