

INTERCEPT PHARMACEUTICALS INC

Reported by **BRIGHT LISA**

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/06/17 for the Period Ending 03/02/17

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



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

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN 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. Issuer Name and Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Bright Lisa					INTERCEPT PHARMACEUTICALS INC [ICPT]							Director	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	10	% Owner		
(First)) (Middle)			_	3. Date of Earliest Transaction (MM/DD/YYYY)							X Officer (give title below) Other (specify below) President International					
C/O INTERCEPT					3/2/2017												
		C., 45	0 W.														
15TH STREET, SUITE 505 (Street)				4.	4. If Amendment, Date Original Filed (MM/DD/YYYY)							6. Individual or Joint/Group Filing (Check Applicable Line)					
NEW YORK, NY 10011 (City) (State) (Zip)												X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Table	e I - No	n-De	rivati	ive Sec	urities A	cqu	ired, Di	sposed	of, or	· Ber	neficially Owne	ed			
1.Title of Security (Instr. 3)			2. Trans. Date		e 2A. Deemed Execution Date, if any		3. Trans. Code (Instr. 8)		4. Securities Acquir Disposed of (D) (Instr. 3, 4 and 5)		ired (A	_	Following Reported Transaction(s)			Form:	7. Nature of Indirect Beneficial Ownership
							Code	V	Amount	(A) or (D)	Pric	e				or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock 3/2/201			17	A				2814 (1)	A	\$0	\$0		24627		D		
Common Stock 3/2/2017			17			S (2)		1313	D	\$130.1626		23314		D			
Tabl	e II - Dei	ivativ	e Secui	rities	Bene	ficially	Owned	(e.g	z. , puts	calls,	warra	nts,	options, conve	rtible sec	curities)		
2. Conversion or Exercise Price of Derivative Security	Date E	Execut	ecution (Inst		Deriv Acqui Dispo		red (A) or sed of (D)					ırities vative	Underlying Derivative Security Security		derivative Securities Beneficially Owned	Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)				Title				Reported	or Indirect	
[]]] o i i i e	Table onversion Exercise ice of crivative	Table II - Der Table II - Der Surversion Exercise ice of grivative	Table II - Derivative Table II - Derivative 3. Trans. Date Execut Date, in conversion Exercise for circle of circle and conversion and conversion of circle of circl	Conversion Exercise (corporative Securor) Corporative Securor)	(First) (Middle) 3. EPT UTICALS, INC., 450 W. F, SUITE 505 (Street) 4. NY 10011 (State) (Zip) Table I - Non-De 2. Trans. Date 3/2/2017 Table II - Derivative Securities onversion Exercise (rec of Privative Curity) 3. Trans. 3. Trans. 3. Deemed Execution Date, if any 4. Irans (Instr. 8)	(First) (Middle) EPT UTICALS, INC., 450 W. F, SUITE 505 (Street) Table I - Non-Derivati 2. Trans. Date Execution Date, if 3/2/2017 Table II - Derivative Securities Bene 2. Trans. Date 4. Trans. Code Execution Date, if any 3. Trans. Date 4. Trans. Code (Instr. 8)	(First) (Middle) 3. Date of Early EPT UTICALS, INC., 450 W. F, SUITE 505 (Street) 4. If Amendment NY 10011 (State) (Zip) Table I - Non-Derivative Sec 2. Trans. Date Execution Date, if any 3/2/2017 Table II - Derivative Securities Beneficially onversion Exercise ice of Erivative Curity 3. Date of Early 4. If Amendment 4. Trans. Date Execution Date, if any 4. Trans. Code (Instr. 8) Derivative Acquire Dispose (Instr. 3)	(First) (Middle) 3. Date of Earliest Trans 4. If Amendment, Date 2. Trans. Date Execution Date, if any 3. Trans. Date Execution Date, if any 3. Trans. Code Executive Securities Beneficially Owned 4. Trans. Code (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Derivative Securities Derivative Securities Derivative Securities Date Execution Date, if any Code Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle) 3. Date of Earliest Transact 3/2/2 2/11CALS, INC., 450 W. (Street) 4. If Amendment, Date Original Properties Acques 2. Trans. Date Securities Acques 3. Trans. Code (Instr. 8) Code V 3/2/2017 A 3/2/2017 Beginner of Derivative Securities Acques Acques	(First) (Middle) 3. Date of Earliest Transaction (MM/ 3/2/2017 3/2/2017 3/2/2017 4. If Amendment, Date Original File NY 10011 (State) (Zip) Table I - Non-Derivative Securities Acquired, Di 2. Trans. Date Execution Date, if any 3/2/2017 A 2814 (Instr. 3) Code V Amount 3/2/2017 A 2814 (Instr. 3) Table II - Derivative Securities Beneficially Owned (e.g., puts, puts, if any 3. Trans. Sode (Instr. 8) Code V Amount 3/2/2017 A 2814 (Instr. 8) 3. Trans. Code (Instr. 8) Date Exercise (Instr. 3, 4 and 5)	(First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYY 3/2/2017 3/2/2017 3/2/2017 4. If Amendment, Date Original Filed (MM/NY 10011 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed 2. Trans. Date 2A. Deemed Execution Date, if any 2A. Deemed 2A. Deemed	(First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) 3/2/2017 3/2/2017 3/2/2017 3/2/2017 4. If Amendment, Date Original Filed (MM/DD/YY NY 10011 (State) (Zip) 4. If Amendment, Date Original Filed (MM/DD/YY NY 10011 (State) (Zip) 4. If Amendment, Date Original Filed (MM/DD/YY NY 10011 (State) (Zip) 4. Securities Acquired, Disposed of, or Exercise of Table II - Derivative Securities Acquired (And Disposed of (D) (Instr. 3, 4 and 5) Code V Amount (A) or Price (Instr. 8) 3/2/2017 A (2814 (1) A 80 (A) or Disposed of (D) (Instr. 8) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrange (Instr. 8) Date Execution Date (Instr. 8) Date Exercisable and T. T. T. Security (Instr. 3, 4 and 5) Date Exercisable Date Expiration Date (Instr. 8) Date Expiration Date Expiration Title Expiration Title Expiration Title Expiration Title Expiration Title Exercisable Date Title Expiration Title	(First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) 3/2/2017 3/2/2017 3/2/2017 4. If Amendment, Date Original Filed (MM/DD/YYYY) NY 10011 (State) (Zip) 3. Table I - Non-Derivative Securities Acquired, Disposed of, or Bet Execution Date, if any 2. Trans. Date Execution Date, if any 3. Trans. Code (Instr. 8) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V Amount (A) or (D) Price 3/2/2017 A 2814 A S0 3/2/2017 A 2814 A S0 3/2/2017 A 2814 A S0 3/2/2017 Sumversion Exercise In Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, Code of Instr. 8) Date Exercisable and 7. Title Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Exercisable and 7. Title Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Expiration Date Securities Derivative	A	Sept Size Size	(First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) 3/2/2017 X Officer (give title below) President International	(First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) 3/2/2017 X_Officer (give title below) President International X_Officer (give title below) President International X_Officer (give title below) President International X_Officer (give title below) President International X_Officer (give title below) President International X_Officer (give title below) President International X_Officer (give title below) President International X_Officer (give title below) President International X_Officer (give title below) President International X_Officer (give title below) President International X_Officer (give title below) President International X_Officer (give title below) President International X_Officer (give title below) President International X_Officer (give title below) President International X_Officer (give title below) President International X_Officer (give title below) President International X_Officer (give title below) President International X_Officer (give title below) President International X_Officer (give title below) President International X_Officer (give title below) President International X_Officer (give title below) President International X_Officer (give title below) President International

Explanation of Responses:

- The shares vested upon the satisfaction of certain performance milestones.
- Each employee of the Issuer who has received restricted stock awards has agreed to a mandatory sale of a sufficient number of shares of common stock to
- 2) cover his or her withholding tax amounts upon the vesting of such restricted stock awards. The sales denoted here were made pursuant to such agreement to cover withholding tax obligations of the employee.

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director 10% Owner Officer		Officer	Other			
Bright Lisa							
C/O INTERCEPT PHARMACEUTICALS, INC. 450 W. 15TH STREET, SUITE 505			President International				
NEW YORK, NY 10011							

Signatures

/s/ Bryan Yoon, as attorney-in-fact	3/6/2017		
** 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 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).

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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