

## INTERCEPT PHARMACEUTICALS INC

# Reported by SHAPIRO DAVID

#### FORM 4

(Statement of Changes in Beneficial Ownership)

### Filed 04/11/17 for the Period Ending 04/10/17

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



[] 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 * |  |  |  |                                       | r Name     | and Tick                    | er o                       | r Tradii  | ng Symb   |   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  |   |  |  |  |
|---|--|--|--|---------------------------------------|------------|-----------------------------|----------------------------|---|---|---|--|---|--|--|--|
| Shapho Baria                              |  |  |  |                                       |            |                             | RM                         | <b>IACE</b>   | EUTIC   |   | ,  | 10  | % Owner  |  |  |
| st) (N                                    | Middle)                                |  |  |                                       |            |                             | actio                      | n (MM/  | DD/YYYY   | )   | "  | _   | · —  | Other (speci   | fy below)  |
| ALS, IN                                   | C., 45                                 | 0 W.   |  |                                       |            | 4/1                         | 0/2                        | 017   |   |   |  |   |  |  |  |
|   | ,                                      |  |  |                                       |            |                             |                            |   |   |   |  |   |  |  |  |
| reet)                                     |  |  | 4.   | If An                                 | nendme     | nt, Date (                  | Origi                      | nal File  | ed (MM/D  | D/YY  | YY) 6. Individual  | or Joint/G  | roup Filing  | Check Appl   | icable Line)   |
|   | Zip)                                   |  |  |                                       |            |                             |                            |   |   |   | _ X _ Form filed by  | by One Repo<br>More than (  | orting Person<br>One Reporting P   | erson  |  |
|   | Table                                  | e I - No   | on-De  | rivati                                | ive Sec    | urities Ac                  | equir                      | red, Di   | sposed o  | f, or   | Beneficially Own   | ed  |  |  |  |
| 1.Title of Security (Instr. 3)            |  |  | s. Date  | Execution                             |            | 3. Trans. Coc<br>(Instr. 8) |                            | or Disposed of (D)<br>(Instr. 3, 4 and 5)   |   |   | Following Reported Transaction(s)  |   |  | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)  |  |
|   |  |  |  |                                       |            | Code                        | V                          | Amount  |   | Price   | e  |   |  | 4)   |  |
|   |  | 4/10/2   | 2017   |                                       |            | S (1)                       |                            | 558   | D   | \$108.5   | 51   | 45465   |  | D  |  |
| ble II - De                               | rivativ                                | e Secu   | rities   | Bene                                  | ficially   | Owned (                     | e.g.                       | , puts,   | calls, w  | arrai   | nts, options, conve  | ertible sec   | curities)  |  |  |
| 3. Trans.<br>Date                         | Execut                                 | ion (  |  |                                       |            |                             |                            |   |   |   | rities Underlying<br>rative Security   | Derivative<br>Security  | derivative<br>Securities<br>Beneficially<br>Owned  | Ownership<br>Form of<br>Derivative<br>Security:  | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |  |  | Code   | v                                     | (A)        | (D)                         |                            |   |   | Title   | Amount or Number of<br>Shares  |   | Reported   | or Indirect  |  |
| 1   | ALS, INCITE 505 treet)  0011 State) (2 | ALS, INC., 45 ITE 505 treet)  0011 State) (Zip)  Table  ble II - Derivativ.  3. Trans. Date Execut | Middle   Middle   Male   Middle   Mid | IN   IN   IN   IN   IN   IN   IN   IN | INTE   INC | INTERCEI   INC   ICPT       | INTERCEPT PHA   INC   ICPT | INTERCEPT PHARN INC [ ICPT ]  3. Date of Earliest Transaction 4/10/2  ALS, INC., 450 W. ITE 505  treet)  4. If Amendment, Date Origin  Date   2. Trans. Date   2. Deemed   3. Trans. Code   (Instr. 8)    Code   V   (Instr. 8)   Code   V    4/10/2017   S | INTERCEPT PHARMACE INC [ICPT]  3. Date of Earliest Transaction (MM/A/10/2017  ALS, INC., 450 W. ITE 505  treet)  4. If Amendment, Date Original File  0011  State) (Zip)  Table I - Non-Derivative Securities Acquired, Dispance of Date  2. Trans. Date  2. Trans. Date  2. Trans. Date  2. Trans. Date  3. Trans. Code (Instr. 8)  Code  4. Securion Date, if any  Code  4. Trans. Code (Instr. 8)  558  Derivative Securities  Acquired (A) or Dispose of (D) (Instr. 3, 4 and 5)  Date  Date  Exercisable | INTERCEPT PHARMACEUTIC INC [ICPT]  3. Date of Earliest Transaction (MM/DD/YYYY  4/10/2017  ALS, INC., 450 W. ITE 505  treet)  4. If Amendment, Date Original Filed (MM/D  0011  State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  2. Trans. Date Expiration Date, if any  ble II - Derivative Securities Beneficially Owned (e.g., puts, calls, w  3. Trans. Date Expiration Date (Instr. 3) Date Expiration Date Expiration Date  3. Trans. Date Date Expiration Date Expiration Date Expiration Date  3. Trans. Date Expiration Date | INTERCEPT PHARMACEUTICALS INC   ICPT    3. Date of Earliest Transaction (MM/DD/YYYY)  4/10/2017  ALS, INC., 450 W. ITE 505  Treet)  4. If Amendment, Date Original Filed (MM/DD/YY)  9011  State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or  2. Trans. Date   2A. Deemed   2A. Deemed | INTERCEPT PHARMACEUTICALS INC   ICPT    3. Date of Earliest Transaction (MM/DD/YYYY)  4/10/2017  ALS, INC., 450 W. ITE 505  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own    2. Trans. Date   Execution Date, if any   S. Amount of Securities Acquired (A) or Disposed of (D) (Instr. 8)    3. Trans. Date   Code   V | INTERCEPT PHARMACEUTICALS INC   ICPT    3. Date of Earliest Transaction (MM/DD/YYYY)  4/10/2017  ALS, INC., 450 W. ITE 505  Itreet)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  5. Amount of Securities Beneficially Owned  2. Trans. Date   2A. Deemed   3. Trans. Code   4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  4. If Amendment, Date Original Filed (MM/DD/YYYY)   6. Individual or Joint/G   X = Form filed by More than (Code   V   Amount of Securities Beneficially Owned (Instr. 3, 4 and 5)  4. If Amendment, Date Original Filed (MM/DD/YYYY)   6. Individual or Joint/G   5. Amount of Securities Beneficially Owned (Instr. 3, 4 and 5)  5. Amount of Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities Date   Code   Code | INTERCEPT PHARMACEUTICALS INC [ICPT]  3. Date of Earliest Transaction (MM/DD/YYYY)  4/10/2017  ALS, INC., 450 W. ITE 505  Irreet)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  5. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Trans. Date   2A, Deemed (Instr. 8)   2A, Deemed (Instr. 8)   2A | Check all applicable   Check all applicable   Director             |

#### **Explanation of Responses:**

(1) The reported transaction was made pursuant to a Rule 10b5-1 plan adopted by the reporting person.

#### Reporting Owners

| Reporting Owners                    |               |           |                           |       |  |  |  |
|-------------------------------------|---------------|-----------|---------------------------|-------|--|--|--|
| Reporting Owner Name / Address      | Relationships |           |                           |       |  |  |  |
| Reporting Owner Name / Address      | Director      | 10% Owner | Officer                   | Other |  |  |  |
| Shapiro David                       |               |           |                           |       |  |  |  |
| C/O INTERCEPT PHARMACEUTICALS, INC. |               |           | CMO and EVP - Development |       |  |  |  |
| 450 W. 15TH STREET, SUITE 505       |               |           | CMO and EVF - Development |       |  |  |  |
| NEW YORK, NY 10011                  |               |           |                           |       |  |  |  |

#### **Signatures**

/s/ Bryan Yoon, as attorney-in-fact 4/11/2017

\*\*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.

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.