

# INTERCEPT PHARMACEUTICALS INC

Reported by  
**PRUZANSKI MARK**

## **FORM 5**

(Annual Statement of Changes in Beneficial Ownership)

Filed 02/14/17 for the Period Ending 12/31/16

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

# FORM 5

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

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[ ] 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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Pruzanski Mark</b>  <small>(Last) (First) (Middle)</small>  <b>C/O INTERCEPT PHARMACEUTICALS, INC., 450 W. 15TH STREET, SUITE 505</b>  <small>(Street)</small>  <b>NEW YORK, NY 10011</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>INTERCEPT PHARMACEUTICALS INC [ICPT]</b>  <b>3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY)</b>  <p align="center"><b>12/31/2016</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>CEO &amp; President</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person												
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>														
1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)							
Common Stock	12/23/2016		G <u>U</u>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:33%;">Amount</td> <td style="width:33%;">(A) or (D)</td> <td style="width:33%;">Price</td> </tr> <tr> <td align="center">3000</td> <td align="center">D</td> <td align="center">\$0</td> </tr> </table>	Amount	(A) or (D)	Price	3000	D	\$0	572905	D		
Amount	(A) or (D)	Price												
3000	D	\$0												
<b>Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)</b>														
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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 (MM/DD/YYYY)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date						

**Explanation of Responses:**

(1) The reporting person made a gift to a 501(c)(3) charitable foundation.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Pruzanski Mark C/O INTERCEPT PHARMACEUTICALS, INC. 450 W. 15TH STREET, SUITE 505 NEW YORK, NY 10011</b>	<b>X</b>		<b>CEO &amp; President</b>	

**Signatures**

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

2/14/2017

\*\*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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