

Shapiro David  
Form 4  
January 03, 2019

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Shapiro David

2. Issuer Name and Ticker or Trading Symbol  
INTERCEPT  
PHARMACEUTICALS, INC.  
[ICPT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Medical Officer

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
01/01/2019

C/O INTERCEPT  
PHARMACEUTICALS, INC., 10  
HUDSON YARDS, FLOOR 37

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NEW YORK, NY 10001

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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                    | 01/01/2019                           |  | F                              | 736 <sup>(1)</sup> D  | \$ 100.79 38,416  | D  |   |
| Common Stock                    | 01/02/2019                           |  | M <sup>(2)</sup>               | 2,000 A   | \$ 31.9 40,416  | D  |   |
| Common Stock                    | 01/02/2019                           |  | S <sup>(2)</sup>               | 2,000 D   | \$ 98.28 38,416   | D  |   |
| Common Stock                    | 01/03/2019                           |  | S <sup>(2)</sup>               | 699 D   | \$ 97.45 37,717   | D  |   |

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Purchase Common Stock            | \$ 31.9  | 01/02/2019                           |  | M <sup>(2)</sup>               | 2,000   | <sup>(3)</sup> 05/07/2023                                | Common Stock  | 2,000                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| Shapiro David<br>C/O INTERCEPT PHARMACEUTICALS, INC.<br>10 HUDSON YARDS, FLOOR 37<br>NEW YORK, NY 10001 |               |           | Chief Medical Officer |       |

## Signatures

/s/ Mark Pruzanski, as attorney-in-fact  
Date: 01/03/2019

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) Represents shares of common stock withheld to satisfy taxes associated with the vesting of restricted stock and restricted stock units.
- (2) This transaction was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.
- (3) This option is fully vested and exercisable.

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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