

INTERCEPT PHARMACEUTICALS INC

Form 4

August 15, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Regan Daniel Paul

(Last) (First) (Middle)

C/O INTERCEPT
PHARMACEUTICALS, INC., 450
W. 15TH STREET, SUITE 505

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

INTERCEPT
PHARMACEUTICALS INC [ICPT]

3. Date of Earliest Transaction
(Month/Day/Year)
08/12/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Commercial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/12/2014		M ⁽¹⁾		8,124	A	\$ 37.69
Common Stock	08/12/2014		S ⁽¹⁾		200	D	\$ 305.385 ⁽³⁾
Common Stock	08/12/2014		S ⁽¹⁾		100	D	\$ 306.91
Common Stock	08/12/2014		S ⁽¹⁾		500	D	\$ 310.1049 ⁽⁴⁾

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Common Stock	08/12/2014	<u>S⁽¹⁾</u>	500	D	\$ <u>311.885⁽⁵⁾</u>	8,234	D
Common Stock	08/12/2014	<u>S⁽¹⁾</u>	200	D	\$ <u>312.775⁽⁶⁾</u>	8,034	D
Common Stock	08/12/2014	<u>S⁽¹⁾</u>	800	D	\$ <u>313.8394⁽⁷⁾</u>	7,234	D
Common Stock	08/12/2014	<u>S⁽¹⁾</u>	600	D	\$ <u>314.925⁽⁸⁾</u>	6,634	D
Common Stock	08/12/2014	<u>S⁽¹⁾</u>	200	D	\$ <u>316.62⁽⁹⁾</u>	6,434	D
Common Stock	08/12/2014	<u>S⁽¹⁾</u>	400	D	\$ <u>317.705⁽¹⁰⁾</u>	6,034	D
Common Stock	08/12/2014	<u>S⁽¹⁾</u>	400	D	\$ <u>319.4675⁽¹¹⁾</u>	5,634	D
Common Stock	08/12/2014	<u>S⁽¹⁾</u>	200	D	\$ <u>321.44⁽¹²⁾</u>	5,434	D
Common Stock	08/12/2014	<u>S⁽¹⁾</u>	100	D	\$ 322.92	5,334	D
Common Stock	08/12/2014	<u>S⁽¹⁾</u>	100	D	\$ 326.03	5,234	D
Common Stock	08/12/2014	<u>S⁽¹⁾</u>	300	D	\$ <u>327.8883⁽¹³⁾</u>	4,934	D
Common Stock	08/12/2014	<u>S⁽¹⁾</u>	594	D	\$ <u>329.5909⁽¹⁴⁾</u>	4,340	D
Common Stock	08/12/2014	<u>S⁽¹⁾</u>	206	D	\$ <u>330.906⁽¹⁵⁾</u>	4,134	D
Common Stock	08/12/2014	<u>S⁽¹⁾</u>	200	D	\$ <u>331.9206⁽¹⁶⁾</u>	3,934	D
Common Stock	08/12/2014	<u>S⁽¹⁾</u>	100	D	\$ <u>335.015⁽¹⁷⁾</u>	3,834	D
Common Stock	08/12/2014	<u>S⁽¹⁾</u>	200	D	\$ <u>336.466⁽¹⁸⁾</u>	3,634	D
Common Stock	08/12/2014	<u>S⁽¹⁾</u>	100	D	\$ 337.17	3,534	D
Common Stock	08/12/2014	<u>S⁽¹⁾</u>	300	D	\$ <u>341.205⁽¹⁹⁾</u>	3,234	D
	08/12/2014	<u>S⁽¹⁾</u>	300	D		2,934	D

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Common Stock					\$ 342.0483 (20)		
Common Stock	08/12/2014	S(1)	800	D	\$ 343.7986 (21)	2,134	D
Common Stock	08/12/2014	S(1)	500	D	\$ 344.731 (22)	1,634	D
Common Stock	08/12/2014	S(1)	224	D	\$ 346.679 (23)	1,410	D

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

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SEC 1474
(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 (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	\$ 37.69	08/12/2014		M(1)	8,124	(2) 03/04/2023	Common Stock	8,124

Reporting Owners

Reporting Owner Name / Address	Relationships
Regan Daniel Paul C/O INTERCEPT PHARMACEUTICALS, INC. 450 W. 15TH STREET, SUITE 505 NEW YORK, NY 10011	Director 10% Owner Officer Other Chief Commercial Officer

Signatures

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

08/15/2014

__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) The reported transaction was made pursuant to a Rule 10b5-1 plan adopted by the reporting person on June 12, 2014.
- (2) The remaining shares underlying this option vest on a pro rata monthly basis through March 4, 2017, subject to the terms and conditions of the award and the Intercept Pharmaceuticals, Inc. 2012 Equity Incentive Plan.
- (3) This transaction was executed in multiple trades at prices ranging from \$305.32 to \$305.45. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (4) This transaction was executed in multiple trades at prices ranging from \$309.7 to \$310.63. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) This transaction was executed in multiple trades at prices ranging from \$311.27 to \$312.165. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (6) This transaction was executed in multiple trades at prices ranging from \$312.32 to \$313.23. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (7) This transaction was executed in multiple trades at prices ranging from \$313.43 to \$314.265. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (8) This transaction was executed in multiple trades at prices ranging from \$314.54 to \$315.38. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (9) This transaction was executed in multiple trades at prices ranging from \$316.195 to \$317.045. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (10) This transaction was executed in multiple trades at prices ranging from \$317.58 to \$317.98. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (11) This transaction was executed in multiple trades at prices ranging from \$319.01 to \$319.89. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (12) This transaction was executed in multiple trades at prices ranging from \$321 to \$321.88. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (13) This transaction was executed in multiple trades at prices ranging from \$327.29 to \$328.195. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (14) This transaction was executed in multiple trades at prices ranging from \$329.11 to \$330. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (15) This transaction was executed in multiple trades at prices ranging from \$330.44 to \$331.28. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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(16) This transaction was executed in multiple trades at prices ranging from \$331.8 to \$332.1. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(17) This transaction was executed in multiple trades at prices ranging from \$335 to \$335.03. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(18) This transaction was executed in multiple trades at prices ranging from \$336.16 to \$336.98. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(19) This transaction was executed in multiple trades at prices ranging from \$340.94 to \$341.66. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(20) This transaction was executed in multiple trades at prices ranging from \$341.97 to \$342.155. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(21) This transaction was executed in multiple trades at prices ranging from \$343.23 to \$344.08. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(22) This transaction was executed in multiple trades at prices ranging from \$344.275 to \$345.07. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(23) This transaction was executed in multiple trades at prices ranging from \$346.4 to \$346.8. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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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