

INTERCEPT PHARMACEUTICALS INC  
 Form 4  
 August 12, 2014

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 VEITINGER KLAUS R DR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/09/2014

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

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

(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 10011

(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 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)
				(A) or (D)	Price		
Common Stock	08/09/2014		M	324 <sup>(3)</sup>	A 2	2,330	D
Common Stock	08/11/2014		S <sup>(1)</sup>	64	D \$ 234.71	2,266	D
Common Stock	08/11/2014		S <sup>(1)</sup>	6	D \$ 238.25	2,260	D
Common Stock	08/11/2014		S <sup>(1)</sup>	93	D \$ 238.26	2,167	D
	08/11/2014		S <sup>(1)</sup>	1	D	2,166	D

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Common Stock					\$	238.28	
Common Stock	08/11/2014		M <sup>(1)</sup>	391	A	\$ 21.5	2,557 D
Common Stock	08/11/2014		S <sup>(1)</sup>	391	D	\$ 239.49	2,166 D

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. F. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	08/09/2014		M	324 (3)	(3)	(3)	Common Stock	324
Options to Purchase Common Stock	\$ 21.5	08/11/2014		M	391	(4)	11/16/2022	Common Stock	391

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

VEITINGER KLAUS R DR  
C/O INTERCEPT PHARMACEUTICALS, INC.  
450 W. 15TH STREET, SUITE 505  
NEW YORK, NY 10011

X

## Signatures

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

08/12/2014

\_\_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 either on June 26, 2013 or May 13, 2014.
- (2) Conversion of restricted stock units ("RSU") to shares of common stock on a one-for one-basis.  
On November 16, 2012, the reporting person was granted 2,596 RSUs. The RSUs reported as having been disposed and the
- (3) corresponding shares reported as having been acquired, representing 12.5% of the shares underlying the RSUs, became vested on August 9, 2014, subject to the terms and conditions of the award and the Intercept Pharmaceuticals, Inc. 2012 Equity Incentive Plan.
- (4) All shares underlying this option have vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.