

INTERCEPT PHARMACEUTICALS INC  
Form 8-K  
May 31, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 31, 2013 (May 28, 2013)**

**INTERCEPT PHARMACEUTICALS, INC.**

**(Exact name of registrant as specified in its charter)**

<b>Delaware</b>	<b>001-35668</b>	<b>22-3868459</b>
<b>(state or other jurisdiction</b>	<b>(Commission</b>	<b>(I.R.S. Employer</b>
<b>of incorporation)</b>	<b>File Number)</b>	<b>Identification No.)</b>

<b>18 Desbrosses Street</b>	<b>10013</b>
<b>New York, New York</b>	<b>(Zip Code)</b>
<b>(Address of principal executive offices)</b>	

**Registrant's telephone number, including area code: (646) 747-1000**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ..Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On May 28, 2013, Paolo Fundaro, a member of the board of directors of Intercept Pharmaceuticals, Inc. (the “Company”), entered into a pre-arranged stock trading plan designated to comply with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). His plan contemplates the sale of a limited number of shares of the Company’s common stock for personal financial management reasons.

Mr. Fundaro’s plan allows for the sale, between August 12, 2013 and August 11, 2014, of a maximum of 4,759 shares of common stock that either are associated with restricted stock units or may be received upon the exercise of vested stock options. Sales under the plan may be executed earlier than the scheduled termination date.

Transactions made under Mr. Fundaro’s plan will be publicly disclosed through filings with the U.S. Securities and Exchange Commission under Section 16 of the Exchange Act. Except as may be required by law, the Company does not undertake to report on specific Rule 10b5-1 pre-planned stock trading plans of directors and officers of the Company, nor to report modifications or terminations of the aforementioned plans or the plan of any other individual.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTERCEPT PHARMACEUTICALS, INC.

Date: May 31, 2013 /s/ Mark Pruzanski  
Mark Pruzanski, M.D.

President and Chief Executive Officer