

INTERCEPT PHARMACEUTICALS INC
 Form 4
 April 11, 2014

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 *
TALLARIGO LORENZO

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)
 04/09/2014

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 (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)			
			Code	V	Amount or Price					
Common Stock ⁽²⁾	04/09/2014		S		318,695	D	\$ 320	5,620,195	I	See Footnote ⁽¹⁾
Common Stock ⁽³⁾	04/10/2014		X		865,381	A	\$ 10.4	6,485,576	I	See Footnote ⁽¹⁾
Common Stock ⁽³⁾	04/10/2014		S		30,623	D	\$ 293.91	6,454,953	I	See Footnote ⁽¹⁾

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Common Stock 1,640 D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Warrants to Purchase Common Stock ⁽³⁾	\$ 10.4	04/10/2014		X	865,381	⁽⁴⁾ 01/20/2015	Common Stock	865,381	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TALLARIGO LORENZO C/O INTERCEPT PHARMACEUTICALS, INC. 450 W. 15TH STREET, SUITE 505 NEW YORK, NY 10011	X	X		

Signatures

/s/ Bryan Yoon, as attorney-in-fact 04/11/2014

**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).
Held by Genextra S.p.A. Dr. Tallarigo is the chief executive officer of Genextra S.p.A. and, in such capacity, Dr. Tallarigo exercises voting control over the shares of common stock owned by Genextra S.p.A. and investment control over such shares as authorized by the board of directors of Genextra S.p.A. Dr. Tallarigo disclaims beneficial ownership with respect to any such shares, except to the extent of his pecuniary interest therein, if any.

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- (2) Represents shares of common stock sold by Genextra S.p.A. in a public offering on April 9, 2014 pursuant to a registration statement on Form S-3 (File No. 333-194974).

- Warrants to purchase an aggregate of 865,381 shares of common stock were exercised on a cashless basis by Genextra S.p.A. on April 10, 2014, resulting in the issuance by the Issuer of an aggregate of 834,758 shares of common stock based on a fair market value of \$293.91 per share, as determined by the average of the high (\$301.80) and low (\$286.01) trading price on April 9, 2014, the trading day immediately preceding the date of exercise.

- (4) Warrants were fully exercisable as of the date of exercise.

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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