

INTERCEPT PHARMACEUTICALS INC

Form 4

November 20, 2012

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
AKKARAJU SRINIVAS

(Last) (First) (Middle)

**C/O INTERCEPT
PHARMACEUTICALS, INC., 18
DESBROSSES STREET**

(Street)

NEW YORK, NY 10013

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

**INTERCEPT
PHARMACEUTICALS INC [ICPT]**

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

11/18/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

☒ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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)**

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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 or Number of Shares
Restricted Stock Units	(1)	11/18/2012	(4)	A		2,596		(2)	(2)	Common Stock	2,596
Options to Purchase Common Stock	\$ 21.5	11/18/2012	(4)	A		11,249		(3)	11/18/2022	Common Stock	11,249

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
AKKARAJU SRINIVAS C/O INTERCEPT PHARMACEUTICALS, INC. 18 DESBROSSES STREET NEW YORK, NY 10013	X

Signatures

/s/ Barbara Duncan, as
Attorney-in-fact 11/20/2012

 **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) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- The shares underlying the restricted stock units are deemed to vest on a pro rata basis from October 16, 2012 (the "Vesting Start Date") until October 16, 2014 on each three month anniversary of the Vesting Start Date. 12.5% of the shares underlying the restricted stock units, representing the shares that would have vested on January 16, 2013, will vest on April 9, 2013, subject to the terms and conditions of the award and the Intercept Pharmaceuticals, Inc. 2012 Equity Incentive Plan (the "2012 Plan"). The remainder of the shares originally underlying the restricted stock units will vest pro rata on each subsequent three month anniversary of the Vesting Start Date starting from April 16, 2013 through October 16, 2014, subject to the terms and conditions of the award and the 2012 Plan.
- (2) 4.1667% of the shares underlying this option vested as of November 18, 2012, the date of grant, and the remainder of the shares underlying this option will vest pro rata on a monthly basis starting from December 16, 2012 through October 16, 2014, subject to the terms and conditions of the award and the 2012 Plan.
- (3) Not applicable.
- (4) Not applicable.

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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