

WILLIAMS NICOLE

Form 4

May 09, 2013

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILLIAMS NICOLE**

(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)  
**05/07/2013**

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. 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)
Common Stock	05/09/2013		M	368 <sup>(2)</sup> A <u>11</u>	1,103	D	
Common Stock <sup>(4)</sup>	05/07/2013		A	1,330 A <u>(4)</u>	2,433	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

# Edgar Filing: WILLIAMS NICOLE - Form 4

**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 or Number of Shares
Restricted Stock Units	(1)	05/09/2013		M		368	(2)	(2)		Common Stock	368
Options to Purchase Common Stock	\$ 31.9	05/07/2013		A		1,980		(3)	05/07/2023	Common Stock	1,980

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

WILLIAMS NICOLE  
C/O INTERCEPT PHARMACEUTICALS, INC.  
18 DESBROSSES STREET  
NEW YORK, NY 10013

X

## Signatures

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

05/09/2013

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) Conversion of restricted stock units ("RSUs") to shares of common stock on a one-for-one basis.

On November 16, 2012, the reporting person was granted 2,942 RSUs. The RSUs reported as having been disposed and the corresponding shares reported as having been acquired, representing 12.5% of the shares underlying the RSUs, became vested on May 9,

(2) 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 underlying the RSUs will vest pro rata on every subsequent three-month anniversary of such date through August 9, 2014, subject to the terms and conditions of the award and the 2012 Plan.

(3) 100% of the shares of common stock underlying this option (i.e. 1,980 shares) will vest on May 7, 2014, the one year anniversary of the grant date, subject to the terms and conditions of the award and the 2012 Plan.

## Edgar Filing: WILLIAMS NICOLE - Form 4

- Represents shares of common stock underlying RSUs granted on May 7, 2013, with each RSU representing the contingent right to receive
- (4) one share of common stock upon vesting of the RSU. 100% of the shares of common stock underlying these RSUs (i.e. 1,330 shares) will vest on May 7, 2014, the one year anniversary of the grant date, subject to the terms and conditions of the award and the 2012 Plan.

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.