

INTERCEPT PHARMACEUTICALS INC

Form 4

August 12, 2014

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 *
VEITINGER KLAUS R DR

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

INTERCEPT
PHARMACEUTICALS INC [ICPT]

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

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

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| | | | | | | | |
|--------------|------------|------------------|-----|---|-----------|--------|---|
| Common Stock | | | | | \$ | 238.28 | |
| Common Stock | 08/11/2014 | M ⁽¹⁾ | 391 | A | \$ 21.5 | 2,557 | D |
| Common Stock | 08/11/2014 | S ⁽¹⁾ | 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. Filing Date of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| | | | | 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.
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