

INTERCEPT PHARMACEUTICALS, INC.

Form 8-K

April 27, 2018

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): April 24, 2018

Intercept Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

001-35668 22-3868459

(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) Identification No.)

10 Hudson Yards, 37th Floor

New York, NY 10001

(Address of Principal Executive Offices and Zip Code)

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

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:

☐ 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange Act. "

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective April 24, 2018, the Board of Directors (the “Board”) of Intercept Pharmaceuticals, Inc. (the “Company”) increased the size of the Board from nine directors to ten directors and appointed Nancy Miller-Rich to fill the newly created directorship.

There were no arrangements or understandings between Ms. Miller-Rich and any other persons pursuant to which she was selected as a director, and there are no related person transactions within the meaning of Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission (the “SEC”) between Ms. Miller-Rich and the Company required to be disclosed herein.

Pursuant to the Company’s Non-Employee Director Compensation Policy, Ms. Miller-Rich will be eligible to receive an annual cash retainer and a new director equity grant, in each case as described under “Executive Officer and Director Compensation—Director Compensation” in the Company’s Definitive Proxy Statement on Schedule 14A filed with the SEC on May 1, 2017.

On April 24, 2018, the Company issued a press release announcing the appointment of Ms. Miller-Rich. A copy of such press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit Number	Description
---------------------------	--------------------

<u>99.1</u>	<u>Press Release issued April 24, 2018</u>
-------------	--

SIGNATURES

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.

By: /s/ Ryan T. Sullivan
Name: Ryan T. Sullivan
Title: General Counsel

Date: April 27, 2018

EXHIBIT INDEX

Exhibit Number	Description
---------------------------	--------------------

<u>99.1</u>	<u>Press Release issued April 24, 2018</u>
-------------	--