

INTERCEPT PHARMACEUTICALS INC  
 Form 3  
 February 27, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *<br>Â Bright Lisa<br>(Last) (First) (Middle) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>02/17/2015 | 3. Issuer Name and Ticker or Trading Symbol<br>INTERCEPT PHARMACEUTICALS INC [ICPT] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>CCO & Corp Affairs Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|---|--|---|--|--|

C/O INTERCEPT PHARMACEUTICALS, INC., Â 450 W. 15TH STREET, SUITE 505  
 (Street)

NEW YORK, Â NY Â 10011  
 (City) (State) (Zip)

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 Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 8,378 <sup>(1)</sup>                                     | D   | Â  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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|                                  | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|----------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|---|
| Options to Purchase Common Stock | Â (2)            | 11/24/2024      | Common Stock        | 10,232                     | \$ 155                       | D  | Â |
| Options to Purchase Common Stock | Â (3)            | 11/24/2024      | Common Stock        | 10,839                     | \$ 155                       | D  | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| Bright Lisa<br>C/O INTERCEPT PHARMACEUTICALS, INC.<br>450 W. 15TH STREET, SUITE 505<br>NEW YORK, NY 10011 | Â             | Â         | Â CCO & Corp Affairs Officer | Â     |

## Signatures

/s/ Bryan Yoon, as attorney-in-fact 02/27/2015

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) 25% of the shares of restricted stock will vest on November 24, 2015, subject to the terms and conditions of the award and the Intercept Pharmaceuticals, Inc. 2012 Equity Incentive Plan (the "2012 Plan"). The remaining shares of restricted stock will vest pro rata on every subsequent three-month anniversary of the initial vesting date through November 24, 2018 (representing the vesting on each such vesting date of 6.25% of the shares of restricted stock), subject to the terms and conditions of the award and the 2012 Plan.
- (2) 25% of the shares underlying this option will vest on November 24, 2015, and the remainder of the shares originally underlying the option will vest on a pro rata monthly basis through November 24, 2018, subject to the terms and conditions of the award and the 2012 Plan.
- (3) The shares underlying this option to purchase common stock vest upon the achievement of certain regulatory milestones at future dates.

Â  
**Remarks:**  
 ExhibitÂ List-Â ExhibitÂ 24-Â PowerÂ ofÂ Attorney

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.