

INTERCEPT PHARMACEUTICALS INC
Form 4
January 05, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Duncan Barbara Gayle

(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)
01/01/2016

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)
Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/01/2016 | | M | | 1,298 (3) | A | (2) |
| Common Stock | 01/04/2016 | | S ⁽¹⁾ | | 40 | D | \$ 145.9037 |
| Common Stock | 01/04/2016 | | S ⁽¹⁾ | | 428 | D | \$ 145.9037 |
| | | | | | | | 25,360 |
| | | | | | | | 25,320 |
| | | | | | | | 24,892 |

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

SEC 1474 (9-02)

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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. Pr Deriv Secur (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|
| Restricted Stock Units | (2) | 01/01/2016 | | M | 1,298 | (3) (3) | Common Stock | 1,298 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Duncan Barbara Gayle C/O INTERCEPT PHARMACEUTICALS, INC. 450 W. 15TH STREET, SUITE 505 NEW YORK, NY 10011 | | | Chief Financial Officer | |

Signatures

/s/ Bryan Yoon, as attorney-in-fact 01/05/2016

**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).

Each employee of the Issuer who has received restricted stock awards has agreed to a mandatory sale of a sufficient number of shares of common stock to cover his or her withholding tax amounts upon the vesting of such restricted stock awards. The sales denoted here were made pursuant to such agreement to cover withholding tax obligations of the employee.

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

(3) On November 16, 2012, the reporting person was granted 20,769 RSUs. The RSUs reported as having been disposed and the corresponding shares reported as having been acquired, representing 6.25% of the shares underlying the RSUs, vested on January 1, 2016, subject to the terms and conditions of the award and the Intercept Pharmaceuticals, Inc. 2012 Equity Incentive Plan (the "2012 Plan"). All of the shares underlying the RSUs are fully vested as of January 1, 2016.

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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