

INTERCEPT PHARMACEUTICALS INC  
 Form 4  
 October 16, 2012

**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 \*  
**ORBIMED ADVISORS LLC**

2. Issuer Name and Ticker or Trading Symbol  
**INTERCEPT PHARMACEUTICALS INC [ICPT]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**601 LEXINGTON AVENUE, 54TH FLOOR**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/16/2012**

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

**NEW YORK, NY 10022**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
X Form filed by More than One Reporting Person

(City) (State) (Zip)

**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	(A) or (D)	Price		
Common Stock, par value \$0.001 per share	10/16/2012		C		1,817,300 <u>(1)</u> <u>(3)</u>	A	<u>(1)</u> 1,817,300 <u>(1)</u> <u>(3)</u>	I	See Footnote <u>(4)</u> <u>(5)</u> <u>(6)</u>
Common Stock, par value \$0.001 per share	10/16/2012		P		333,334	A	\$ 15 2,150,634	I	See Footnote <u>(4)</u> <u>(5)</u> <u>(6)</u>

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

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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)
Series C Preferred Stock	(1)	10/16/2012	(2)	C	10,500,000 (3)	(1) (1)	Common Stock 1,817,3 (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORBIMED ADVISORS LLC 601 LEXINGTON AVENUE, 54TH FLOOR NEW YORK, NY 10022		X		
OrbiMed Capital GP IV LLC 601 LEXINGTON AVENUE, 54TH FLOOR NEW YORK, NY 10022		X		
ISALY SAMUEL D 601 LEXINGTON AVENUE, 54TH FLOOR NEW YORK, NY 10022		X		

## Signatures

/s/ Samuel D. 10/16/2012  
Isaly

\*\*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) On August 9, 2012, OrbiMed Private Investments IV, LP ("OPI IV") purchased an aggregate of 10,500,000 shares of the Issuer's Series C Preferred Stock. These shares of Series C Preferred Stock had no expiration date and were converted into shares of the Issuer's common stock without the payment of additional consideration upon the closing of the Issuer's initial public offering (the "IPO") based on the

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conversion rate then in effect, as determined in accordance with the Issuer's Restated Certificate of Incorporation, as amended. Upon the closing of the IPO, all 10,500,000 shares of Series C Preferred Stock held by OPI IV were converted into 1,817,300 shares of common stock at a conversion rate of 1 share of common stock for every 5.7778 shares of Series C Preferred Stock, and such conversion is reflected in the amount of common stock underlying the security.

- (2) Not applicable.
- (3) Reflects a 1-for-5.7778 reverse split of the Issuer's common stock effected on September 26, 2012.

This Form 4 is being jointly filed by OrbiMed Advisors LLC ("Advisors"), OrbiMed Capital GP IV LLC ("GP IV") and Samuel D. Isaly ("Isaly"). The Reporting Persons have designated a representative, currently Jonathan T. Silverstein, a member of Advisors, to serve on the Issuer's board of directors.

- (5) These shares are held of record by OPI IV. GP IV is the general partner of OPI IV and Advisors is the managing member of GP IV. Isaly is the managing member of and owner of a controlling interest in Advisors and may be deemed to have voting and investment power over the shares held by OPI IV.

Each of GP IV, Advisors and Isaly disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its or his pecuniary interest therein, if any.

- (6) This report shall not be deemed an admission that the Reporting Persons are beneficial owners for the purpose of Section 16 of the Exchange Act, or for any other purpose.

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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