

Gottesdiener Keith Michael
 Form 4
 June 22, 2018

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 *
 Gottesdiener Keith Michael

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

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

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

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/20/2018

C/O INTERCEPT
 PHARMACEUTICALS, INC., 10
 HUDSON YARDS, FLOOR 37

(Street)

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

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

NEW YORK, NY 10001

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	06/20/2018		A		1,787 <u>(1)</u>	A	\$ 0 6,788 D

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

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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. Amount or Number of Shares
Option to Purchase Common Stock	\$ 85.12	06/20/2018		A	2,748	⁽²⁾ 06/20/2028	Common Stock	2,748

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Gottesdiener Keith Michael
C/O INTERCEPT PHARMACEUTICALS, INC.
10 HUDSON YARDS, FLOOR 37
NEW YORK, NY 10001

X

Signatures

/s/ Mark Pruzanski, as
attorney-in-fact

06/22/2018

**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).

Represents restricted stock units granted to the Reporting Person. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock. All of the shares subject to the award shall vest on the earlier of (i) the one-year anniversary of the date of grant and (ii) the day immediately preceding the date of the Issuer's 2019 Annual Meeting of Stockholders.

(2) All of the shares subject to the award shall vest and become exercisable on the earlier of (i) the one-year anniversary of the date of grant and (ii) the day immediately preceding the date of the Issuer's 2019 Annual Meeting of Stockholders.

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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