

Kim Richard J
 Form 4
 October 03, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Kim Richard J

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10001

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/13/2017

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)
 President US Comm & Strat Mktg

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/13/2017		F		84 ⁽¹⁾	D	\$ 65.49
Common Stock	01/01/2018		F		552 ⁽¹⁾	D	\$ 58.42
Common Stock	01/13/2018		F		89 ⁽¹⁾	D	\$ 54.95
Common Stock	02/10/2018		F		1,101 ⁽¹⁾	D	\$ 54.21

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Common Stock	04/01/2018	F	144 ⁽¹⁾	D	\$ 61.52	14,593 ⁽²⁾	D
Common Stock	04/13/2018	F	77 ⁽¹⁾	D	\$ 73.07	14,593 ⁽²⁾	D
Common Stock	07/01/2018	F	144 ⁽¹⁾	D	\$ 83.91	14,593 ⁽²⁾	D
Common Stock	07/13/2018	F	77 ⁽¹⁾	D	\$ 97.1	14,593 ⁽²⁾	D
Common Stock	10/01/2018	F	144 ⁽¹⁾	D	\$ 126.46	14,593 ⁽²⁾	D

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kim Richard J C/O INTERCEPT PHARMACEUTICALS, INC. 10 HUDSON YARDS, FLOOR 37 NEW YORK, NY 10001			President US Comm & Strat Mktg	

Signatures

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

10/03/2018

__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).

(1) Represents shares of common stock withheld to satisfy taxes associated with the vesting of restricted stock.

(2) In each case, the amount of securities beneficially owned following the reported transactions is provided as of the date of this Form 4.

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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