

Cawkwell Gail
Form 4
January 18, 2019

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 *
Cawkwell Gail

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
SVP, Med Affairs, Safety & PV

(Last) (First) (Middle)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/16/2019

(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 (D) Price			
Common Stock	01/16/2019		A	4,100 (1) A \$ 0	19,125	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	\$ 110.8	01/16/2019		A	6,700	(2) 01/16/2029	Common Stock	6,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cawkwell Gail C/O INTERCEPT PHARMACEUTICALS, INC. 10 HUDSON YARDS, FLOOR 37 NEW YORK, NY 10001			SVP, Med Affairs, Safety & PV	

Signatures

/s/ John C. Duncanson, as attorney-in-fact
Date: 01/18/2019

**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 (1) share of the Issuer's Common Stock. The award shall be subject to a four-year vesting period, with the shares subject to the award vesting in four equal annual installments following the Vesting Commencement Date. The Vesting Commencement Date is January 1, 2019.

The award shall be subject to a four-year vesting period, with 25% of the shares subject to the award vesting and becoming exercisable in (2) an initial annual installment following the Vesting Commencement Date and 1/48th of the shares subject to the award vesting and becoming exercisable each month thereafter. The Vesting Commencement Date is January 1, 2019.

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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