

TALLARIGO LORENZO

Form 4

November 20, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TALLARIGO LORENZO

(Last) (First) (Middle)

C/O INTERCEPT
PHARMACEUTICALS, INC., 18
DESBROSSES STREET

(Street)

NEW YORK, NY 10013

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

INTERCEPT
PHARMACEUTICALS INC [ICPT]

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2012

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)

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	(D)	Price

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

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Date of Sale (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	11/16/2012	(5)	A		2,942		(2)(3)	(2)(3)	Common Stock	2,942
Options to Purchase Common Stock	\$ 21.5	11/16/2012	(5)	A		4,673		(2)(4)	11/16/2022	Common Stock	4,673

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TALLARIGO LORENZO
C/O INTERCEPT PHARMACEUTICALS, INC.
18 DESBROSSES STREET
NEW YORK, NY 10013

X

Signatures

/s/ Barbara Duncan, as
Attorney-in-fact

11/20/2012

__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) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.

The vesting of all stock options and restricted stock units granted to Dr. Tallarigo has been suspended until October 10, 2013, at which time all such stock options and restricted stock units that would have vested as of such date will vest and all remaining unvested stock options and restricted stock units will continue vesting in accordance with the original terms of the grant (the "Vesting Suspension").

(3) Pursuant to the original vesting terms of the grant, the shares underlying the restricted stock units are deemed to vest on a pro rata basis from August 9, 2012 (the "Vesting Start Date") until August 9, 2014 on each three month anniversary of the Vesting Start Date. The original terms of the grant provide that 25.0% of the shares underlying the restricted stock units, representing the shares that would have vested on each three month anniversary of the Vesting Start Date through February 9, 2013, will vest on April 9, 2013, and the remainder of the shares originally underlying the restricted stock units will vest pro rata on each subsequent three month anniversary of the Vesting Start Date starting from May 9, 2013 through August 9, 2014, subject to the terms and conditions of the award and the Intercept Pharmaceuticals, Inc. 2012 Equity Incentive Plan (the "2012 Plan"). These vesting provisions have been suspended until October 10,

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2013 pursuant to the Vesting Suspension.

- (4) The original terms of the grant provide that 12.5% of the shares underlying this option vested as of November 16, 2012, the date of grant, and the remainder of the shares underlying this option will vest pro rata on a monthly basis starting from December 9, 2012 through August 9, 2014, subject to the terms and conditions of the award and the 2012 Plan. These vesting provisions have been suspended until October 10, 2013 pursuant to the Vesting Suspension.

- (5) Not applicable.

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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