

INTERCEPT PHARMACEUTICALS INC  
Form 8-K  
March 18, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 18, 2013**

**INTERCEPT PHARMACEUTICALS, INC.**

**(Exact name of registrant as specified in its charter)**

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| <b>Delaware</b><br><b>(state or other jurisdiction</b> | <b>001-35668</b><br><b>(Commission</b> | <b>22-3868459</b><br><b>(I.R.S. Employer</b> |
| <b>of incorporation)</b>                               | <b>File Number)</b>                    | <b>Identification No.)</b>                   |

**18 Desbrosses Street**  
**10013**

**New York, New York**  
**(Address of principal executive offices)** **(Zip Code)**

**Registrant's telephone number, including area code: (646) 747-1000**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

..Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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“Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

“Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

“Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition.**

On March 18, 2013, Intercept Pharmaceuticals, Inc. (the “Company”) announced its fourth quarter and full year 2012 results and provided a corporate update. A copy of the Company’s press release containing such announcements is attached hereto as Exhibit 99.1. The information in the press release is incorporated by reference into this Item 2.02 of this Current Report on Form 8-K.

Except as shall be expressly set forth by specific reference, including the reference below in Item 8.01 of this Current Report on Form 8-K, the information contained or incorporated by reference in this Item 2.02 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

**Item 8.01 Other Events.**

The Company’s corporate update set forth under the heading “OCA Development” in the press release attached hereto as Exhibit 99.1, together with the forward-looking statement disclaimer at the end of the press release, are incorporated by reference into this Item 8.01 of this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press release dated March 18,  
2013.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTERCEPT PHARMACEUTICALS, INC.

Date: March 18, 2013 /s/ Mark Pruzanski  
Mark Pruzanski, M.D.  
President and Chief Executive Officer