

INTERCEPT PHARMACEUTICALS INC
Form 4
March 07, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Regan Daniel Paul

(Last) (First) (Middle)

C/O INTERCEPT
PHARMACEUTICALS, INC., 450
W. 15TH ST., SUITE 505

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2014

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)
Chief Commercial Officer

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 or Price | | |
| Common Stock ⁽¹⁾ | 03/05/2014 | | M | | 20,000 A \$ 37.69 | 20,000 | D |
| Common Stock ⁽¹⁾ | 03/05/2014 | | S | | 500 D \$ 426.0557 ⁽³⁾ | 19,500 | D |
| Common Stock ⁽¹⁾ | 03/05/2014 | | S | | 500 D \$ 427.0486 ⁽⁴⁾ | 19,000 | D |
| Common | 03/05/2014 | | S | | 700 D \$ | 18,300 | D |

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| | | | | | | | |
|-------------------------|------------|---|-------|---|-------------|--------|---|
| Stock <u>(1)</u> | | | | | 428.5091 | | |
| | | | | | <u>(5)</u> | | |
| | | | | | \$ | | |
| Common Stock <u>(1)</u> | 03/05/2014 | S | 361 | D | 429.9546 | 17,939 | D |
| | | | | | <u>(6)</u> | | |
| | | | | | \$ 431.337 | | |
| Common Stock <u>(1)</u> | 03/05/2014 | S | 339 | D | <u>(7)</u> | 17,600 | D |
| | | | | | | | |
| | | | | | \$ | | |
| Common Stock <u>(1)</u> | 03/05/2014 | S | 1,724 | D | 432.8411 | 15,876 | D |
| | | | | | <u>(8)</u> | | |
| | | | | | \$ | | |
| Common Stock <u>(1)</u> | 03/05/2014 | S | 7,027 | D | 433.4726 | 8,849 | D |
| | | | | | <u>(9)</u> | | |
| | | | | | \$ | | |
| Common Stock <u>(1)</u> | 03/05/2014 | S | 1,949 | D | 434.5691 | 6,900 | D |
| | | | | | <u>(10)</u> | | |
| | | | | | \$ | | |
| Common Stock <u>(1)</u> | 03/05/2014 | S | 1,140 | D | 435.7024 | 5,760 | D |
| | | | | | <u>(11)</u> | | |
| | | | | | \$ | | |
| Common Stock <u>(1)</u> | 03/05/2014 | S | 1,960 | D | 436.7741 | 3,800 | D |
| | | | | | <u>(12)</u> | | |
| | | | | | \$ | | |
| Common Stock <u>(1)</u> | 03/05/2014 | S | 898 | D | 438.4542 | 2,902 | D |
| | | | | | <u>(13)</u> | | |
| | | | | | \$ | | |
| Common Stock <u>(1)</u> | 03/05/2014 | S | 502 | D | 439.9384 | 2,400 | D |
| | | | | | <u>(14)</u> | | |
| | | | | | \$ | | |
| Common Stock <u>(1)</u> | 03/05/2014 | S | 812 | D | 440.6294 | 1,588 | D |
| | | | | | <u>(15)</u> | | |
| | | | | | \$ | | |
| Common Stock <u>(1)</u> | 03/05/2014 | S | 1,288 | D | 441.5945 | 300 | D |
| | | | | | <u>(16)</u> | | |
| | | | | | \$ 442.49 | | |
| Common Stock <u>(1)</u> | 03/05/2014 | S | 300 | D | <u>(17)</u> | 0 | 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)

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) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Options to Purchase Common Stock ⁽¹⁾ | \$ 37.69 | 03/05/2014 | | M | 20,000 | ⁽²⁾ 03/04/2023 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Regan Daniel Paul C/O INTERCEPT PHARMACEUTICALS, INC. 450 W. 15TH ST., SUITE 505 NEW YORK, NY 10011 | | | Chief Commercial Officer | |

Signatures

/s/ Seokho Bryan Yoon, as attorney-in-fact
03/07/2014

__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) The reported transaction was made pursuant to a Rule 10b5-1 plan adopted by the reporting person on December 9, 2013. 25% of the shares underlying this option (i.e. 32,500 shares) vested on March 4, 2014 and the remaining 97,500 shares underlying this option will vest in equal quarterly installments in arrears over the three (3) year period commencing on March 5, 2014 and ending on March 4, 2017, subject to the terms and conditions of the award and the Intercept Pharmaceuticals, Inc. 2012 Equity Incentive Plan.
- (3) This transaction was executed in multiple trades at prices ranging from \$425.75 to \$426.02. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (4) This transaction was executed in multiple trades at prices ranging from \$426.94 to \$427.22. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) This transaction was executed in multiple trades at prices ranging from \$428.12 to \$428.89. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (6)

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This transaction was executed in multiple trades at prices ranging from \$429.56 to \$430.6. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (7) This transaction was executed in multiple trades at prices ranging from \$431 to \$432. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (8) This transaction was executed in multiple trades at prices ranging from \$432.05 to \$433.04. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (9) This transaction was executed in multiple trades at prices ranging from \$433.1 to \$434.1. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (10) This transaction was executed in multiple trades at prices ranging from \$434.12 to \$434.99. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (11) This transaction was executed in multiple trades at prices ranging from \$435.265 to \$436.085. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (12) This transaction was executed in multiple trades at prices ranging from \$436.34 to \$437.3. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (13) This transaction was executed in multiple trades at prices ranging from \$438 to \$439. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (14) This transaction was executed in multiple trades at prices ranging from \$439.03 to \$440.02. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (15) This transaction was executed in multiple trades at prices ranging from \$440.105 to \$441.1. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (16) This transaction was executed in multiple trades at prices ranging from \$441.11 to \$442.01. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (17) This transaction was executed in multiple trades at prices ranging from \$442.3 to \$442.87. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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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