

AKKARAJU SRINIVAS  
Form 4  
April 29, 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 \*  
AKKARAJU SRINIVAS

(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)  
04/25/2019

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/25/2019		M <sup>(1)</sup>	2,499 A \$ 21.5	18,955	D	
Common Stock	04/25/2019		M <sup>(1)</sup>	1,001 A \$ 31.9	19,956	D	
Common Stock					210,937	I	See footnote <sup>(2)</sup>

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

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(9-02)

**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	\$ 21.5	04/25/2019		M <sup>(1)</sup>	2,499	<sup>(3)</sup> 11/16/2022	Common Stock	2,499
Option to Purchase Common Stock	\$ 31.9	04/25/2019		M <sup>(1)</sup>	1,001	<sup>(3)</sup> 05/07/2023	Common Stock	1,001

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

AKKARAJU SRINIVAS  
C/O INTERCEPT PHARMACEUTICALS, INC.  
10 HUDSON YARDS, FLOOR 37  
NEW YORK, NY 10001

X

## Signatures

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

04/29/2019

\_\_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).

(1)

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Represents a "cash exercise" of stock options pursuant to which the reporting person paid to the Issuer the exercise price of such options in cash. No shares were sold by the reporting person in connection with this transaction.

Shares held by Samsara BioCapital, L.P. ("Samsara BioCapital"). The reporting person is a managing member of Samsara BioCapital GP, (2) LLC, the general partner of Samsara BioCapital. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest therein.

(3) This option is fully vested and exercisable.

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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