

Pruzanski Mark
Form 4
November 16, 2018

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 *
Pruzanski Mark

(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)
11/15/2018

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)
President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/15/2018		M ⁽¹⁾	22,394 A	\$ 8.6667 589,199	D	
Common Stock	11/15/2018		S ⁽¹⁾	18,873 D	\$ 100.3813 570,326	D	
Common Stock	11/15/2018		S ⁽¹⁾	3,521 D	\$ 101.1327 566,805	D	

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Common Stock	11/16/2018	M ⁽¹⁾	27,606	A	\$ 8.6667	594,411	D
Common Stock	11/16/2018	S ⁽¹⁾	9,830	D	\$ 100.38 ⁽²⁾	584,581	D
Common Stock	11/16/2018	S ⁽¹⁾	7,949	D	\$ 101.4828 ⁽⁴⁾	576,632	D
Common Stock	11/16/2018	S ⁽¹⁾	7,839	D	\$ 102.6118 ⁽⁵⁾	568,793	D
Common Stock	11/16/2018	S ⁽¹⁾	1,988	D	\$ 103.286 ⁽⁶⁾	566,805	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option to Purchase Common Stock	\$ 8.6667	11/15/2018		M ⁽¹⁾	22,394	⁽⁷⁾ 08/16/2020	Common Stock 22,394
Option to Purchase Common Stock	\$ 8.6667	11/16/2018		M ⁽¹⁾	27,606	⁽⁷⁾ 08/16/2020	Common Stock 27,606

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X

President & CEO

Signatures

/s/ Mark
Pruzanski 11/16/2018

__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) This transaction was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person for financial and tax planning purposes.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$100.00 to \$100.99, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (4), (5) and (6) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.00 to \$101.285, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.00 to \$101.955, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$102.025 to \$103.02, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$103.025 to \$103.57, inclusive.
- (6) 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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