

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Sullivan Ryan T</u> <hr/> (Last) (First) (Middle) C/O INTERCEPT PHARMACEUTICALS, INC. 10 HUDSON YARDS, FLOOR 37 <hr/> (Street) NEW YORK NY 10001 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INTERCEPT PHARMACEUTICALS, INC. [ICPT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X General Counsel and Secretary
	3. Date of Earliest Transaction (Month/Day/Year) 11/13/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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	(A) or (D)	Price			
Common Stock	11/13/2019		M ⁽¹⁾		500	A	\$53.41	26,929	D	
Common Stock	11/13/2019		S ⁽¹⁾		500	D	\$85	26,429	D	
Common Stock	11/13/2019		F		711 ⁽²⁾	D	\$83.92	25,718	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option to Purchase Common Stock	\$53.41	11/13/2019		M ⁽¹⁾			500	(3)	02/13/2028	Common Stock	500	\$0	34,800	D	

Explanation of Responses:

- This transaction was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.
- Represents shares of common stock withheld by the Issuer to satisfy taxes associated with the partial vesting of a restricted stock award previously granted to the reporting person.
- The award is subject to a four-year vesting period, with 25% of the shares subject to the award vesting and becoming exercisable in an initial installment on the anniversary of the Vesting Start Date and 1/48th of the shares subject to the award vesting and becoming exercisable each month thereafter. The Vesting Start Date was February 13, 2018.

/s/ Mark Pruzanski, as attorney-in-fact 11/15/2019

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.