

OMB APPROVAL	
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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* TALLARIGO LORENZO (Last) (First) (Middle) C/O INTERCEPT PHARMACEUTICALS, INC. 18 DESBROSSES STREET (Street) NEW YORK NY 10013 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol INTERCEPT PHARMACEUTICALS INC [ICPT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/31/2012	

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, par value \$0.001 per share	10/16/2012		C		2,403,837	A	(1)	4,004,537	I	See Footnote ⁽²⁾
Common Stock, par value \$0.001 per share	10/16/2012		C		2,403,837	A	(1)	6,408,374	I	See Footnote ⁽²⁾
Common Stock, par value \$0.001 per share	10/16/2012		C		778,843	A	(3)	7,187,217	I	See Footnote ⁽²⁾

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	Amount or Number of Shares				
Series C Preferred Stock ⁽⁵⁾	(3)	08/09/2012	(4)	P		4,500,000		(3)	(3)	Common Stock	778,843	\$2	4,500,000	I	See Footnote ⁽²⁾
Series A Preferred Stock	(1)	10/16/2012	(4)	C			13,888,889	(1)	(1)	Common Stock	2,403,837	\$0	0	I	See Footnote ⁽²⁾
Series B Preferred Stock	(1)	10/16/2012	(4)	C			13,888,889	(1)	(1)	Common Stock	2,403,837	\$0	0	I	See Footnote ⁽²⁾
Series C Preferred Stock	(3)	10/16/2012	(4)	C		4,500,000		(3)	(3)	Common Stock	778,843	\$0	0	I	See Footnote ⁽²⁾
Options to Purchase Common Stock ⁽⁵⁾	\$9.31	07/31/2012	(4)	A		4,326		(6)(7)	07/31/2022	Common Stock	4,326	\$0	4,326	D	

Explanation of Responses:

- The Issuer's Series A Preferred Stock and Series B Preferred Stock had no expiration date and were converted into shares of the Issuer's common stock without the payment of additional consideration upon the closing of the Issuer's initial public offering ("IPO") based on the conversion rate then in effect, as determined in accordance with the Issuer's Restated Certificate of Incorporation, as amended. Upon the closing of the IPO, all 13,888,889 shares of Series A Preferred Stock and 13,888,889 shares of Series B Preferred Stock held by Genextra S.p.A. were converted into 2,403,837 shares of common stock and 2,403,837 shares of common stock, respectively (or a conversion rate of 1-for-5.778), and such conversion is reflected in the amount of common stock underlying the securities.
- Held by Genextra S.p.A. Dr. Tallarigo is the chief executive officer of Genextra S.p.A. and, in such capacity, Dr. Tallarigo exercises voting control over the shares of common stock owned by Genextra S.p.A. and investment control over such shares as authorized by the board of directors of Genextra S.p.A. Dr. Tallarigo disclaims beneficial ownership with respect to any such shares, except to the extent of his pecuniary interest therein, if any.
- On August 9, 2012, Genextra S.p.A. purchased an aggregate of 4,500,000 shares of the Issuer's Series C Preferred Stock. These shares of Series C Preferred Stock had no expiration date and were converted into shares of the Issuer's common stock without the payment of additional consideration upon the closing of the IPO based on the conversion rate then in effect, as determined in accordance with the Issuer's Restated Certificate of Incorporation, as amended. Upon the closing of the IPO, all 4,500,000 shares of Series C Preferred Stock held by Genextra S.p.A. were converted into 778,843 shares of common stock (or a conversion rate of 1-for-5.778), and such conversion is reflected in the amount of common stock underlying the security.

4. Not applicable.

5. This transaction is being reported on this Form 4 solely for the purposes of reporting the transactions that occurred within six months of the first transaction by the reporting person giving rise to the filing of this report on Form 4, in compliance with Rule 16a-2(a) promulgated under the Exchange Act.

6. 29.04% of the shares underlying this option were vested on July 31, 2012, the date of grant, and the remainder of the shares originally underlying the option vest on a pro rata monthly basis through December 31, 2014, subject to the terms and conditions thereof.

7. The vesting of all stock options granted to Dr. Tallarigo under the Issuer's 2003 Stock Incentive Plan, as amended, has been suspended starting from October 10, 2012 until October 10, 2013, at which time all such stock options that would have vested during this period will vest and all remaining unvested stock options will continue vesting in accordance with the original terms.

/s/ Barbara Duncan, as
Attorney-in-fact

10/16/2012

** 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.

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