

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| 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**

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*<br><u>Kim Richard J</u><br><br>(Last) (First) (Middle)<br><u>C/O INTERCEPT PHARMACEUTICALS, INC.</u><br><u>10 HUDSON YARDS, FLOOR 37</u><br><br>(Street)<br><u>NEW YORK NY 10001</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>INTERCEPT PHARMACEUTICALS INC [ ICPT ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President U.S. Commercial</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/05/2018</u>                        |   |

**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                    | 02/05/2018                           |  | A                              |   | 5,800 <sup>(1)</sup> | A          | \$0   | 17,005 | 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            | \$58.74  | 02/05/2018                           |  | A                              |   | 8,800  |     | (2)  | 02/05/2028      | Common Stock  | 8,800                                      | \$0  | 8,800   | D  |       |

**Explanation of Responses:**

- Represents shares of common stock underlying restricted stock units ("RSUs") granted on February 5, 2018, with each RSU representing the contingent right to receive one share of common stock upon vesting of the RSU. 25% of the shares of common stock underlying these RSUs will vest on January 1, 2019, subject to the terms and conditions of the award and the Intercept Pharmaceuticals, Inc. 2012 Equity Incentive Plan (the "2012 Plan"). The remainder of the shares of common stock underlying the RSUs will vest pro rata on every subsequent three-month anniversary of the initial vesting date through January 1, 2022 (representing the vesting on each such vesting date of 6.25% of the shares of common stock initially underlying these RSUs), subject to the terms and conditions of the award and the 2012 Plan.
- 25% of the shares of common stock underlying this option will vest on January 1, 2019, subject to the terms and conditions of the award and the 2012 Plan. The remainder of the shares of common stock underlying this option will vest pro rata on a monthly basis after the initial vesting date through January 1, 2022 (representing the vesting on each such vesting date of approximately 2.0833% of the shares of common stock initially underlying this option), subject to the terms and conditions of the award and the 2012 Plan.

/s/ Mark Pruzanski, as attorney-in-fact 02/22/2018

\*\* 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.