

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>Weyer Christian</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) <input checked="" type="checkbox"/> EVP, Research & Development
	3. Date of Earliest Transaction (Month/Day/Year) 11/25/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	11/25/2019		M <sup>(1)</sup>		1,750	A	\$59.12	17,509	D	
Common Stock	11/25/2019		M <sup>(1)</sup>		105	A	\$58.74	17,614	D	
Common Stock	11/25/2019		S <sup>(1)</sup>		1,855	D	\$100	15,759	D	
Common Stock	11/26/2019		M <sup>(1)</sup>		4,267	A	\$59.12	20,026	D	
Common Stock	11/26/2019		M <sup>(1)</sup>		106	A	\$58.74	20,132	D	
Common Stock	11/26/2019		S <sup>(1)</sup>		4,373	D	\$100	15,759	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
Option to Purchase Common Stock	\$59.12	11/25/2019		M <sup>(1)</sup>		1,750	(2)	11/27/2027	Common Stock	1,750	\$0	23,250	D	
Option to Purchase Common Stock	\$58.74	11/25/2019		M <sup>(1)</sup>		105	(3)	02/05/2028	Common Stock	105	\$0	3,095	D	
Option to Purchase Common Stock	\$59.12	11/26/2019		M <sup>(1)</sup>		4,267	(2)	11/27/2027	Common Stock	4,267	\$0	18,983	D	
Option to Purchase Common Stock	\$58.74	11/26/2019		M <sup>(1)</sup>		106	(3)	02/05/2028	Common Stock	106	\$0	2,989	D	

**Explanation of Responses:**

1. This transaction was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.

2. 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 November 27, 2017.

3. 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 January 1, 2018.

/s/ Mark Pruzanski, as attorney-  
in-fact 11/27/2019

\*\* 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.

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