
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Intercept Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

22-3868459
(IRS Employer Identification No.)

**10 Hudson Yards, 37th Floor
New York, NY 10001**
(Address of Principal Executive Offices and Zip Code)

Intercept Pharmaceuticals, Inc. 2012 Equity Incentive Plan
(Full title of the plan)

**Ryan T. Sullivan
General Counsel and Secretary
Intercept Pharmaceuticals, Inc.
10 Hudson Yards, 37th Floor
New York, NY 10001
(646) 747-1000**
(Name, address and telephone number, including area code, of agent for service)

Copy to:

**Graham Robinson
Skadden, Arps, Slate, Meagher & Flom LLP
500 Boylston Street
Boston, MA 02116
(617) 573-4800**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered⁽¹⁾	Proposed maximum offering price per share⁽²⁾	Proposed maximum aggregate offering price⁽²⁾	Amount of registration fee
Common Stock, par value \$0.001 per share ("Common Stock"), reserved for future grant under the Registrant's 2012 Equity Incentive Plan	1,327,579	\$60.005	\$79,661,377.90	\$9,654.96

(1) Represents (i) 1,187,599 additional shares issuable under the Registrant's 2012 Equity Incentive Plan (the "Plan") by reason of the automatic increase provisions of the Plan and (ii) 139,980 shares underlying certain equity awards previously issued under the Plan that have been forfeited or cancelled. Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under the Plan by reason of any stock split, stock dividend, combination, recapitalization or other similar transaction effected without receipt of consideration that results in an increase in the number of outstanding shares of the Registrant's Common Stock.

(2) Estimated pursuant to Rule 457(h) and Rule 457(c) under the Securities Act, solely for the purpose of calculating the registration fee, based on the average of the high and low prices of the Registrant's Common Stock on August 6, 2019, as reported on the Nasdaq Global Select Market.

EXPLANATORY NOTE

Intercept Pharmaceuticals, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 for the purpose of registering 1,327,579 shares of its Common Stock, par value \$0.001 per share (the “Common Stock”), issuable to eligible persons under the Registrant’s 2012 Equity Incentive Plan, which shares of Common Stock are in addition to the shares of Common Stock registered on the Registrant’s Registration Statements on Form S-8 filed with the U.S. Securities and Exchange Commission (“SEC”) on November 7, 2012 (File No. 333-184810), April 22, 2013 (File No. 333-188064), August 7, 2015 (File No. 333-206247), May 10, 2017 (File No. 333-217863) and July 27, 2018 (File No. 333-226405).

Pursuant to General Instruction E to Form S-8, the contents of the Registrant’s Registration Statements on Form S-8 filed with the SEC on November 7, 2012 (File No. 333-184810), April 22, 2013 (File No. 333-188064), August 7, 2015 (File No. 333-206247), May 10, 2017 (File No. 333-217863) and July 27, 2018 (File No. 333-226405) are incorporated by reference into this Registration Statement on Form S-8.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Incorporated herein by reference

Exhibit Number	Exhibit Description	Form†	Exhibit	Filing Date
4.1	Restated Certificate of Incorporation, as amended	Form 10-Q	3.1	August 9, 2016
4.2	Restated Bylaws	Form 8-K	3.1	February 17, 2016
4.3	Form of Common Stock Certificate	Form S-8⁽¹⁾	4.3	November 7, 2012
4.4	Indenture, dated as of July 6, 2016, between the Registrant and U.S. Bank National Association, as trustee	Form 8-K	4.1	July 6, 2016
4.5	First Supplemental Indenture (including the Form of Note), dated as of July 6, 2016, between the Registrant and U.S. Bank National Association, as trustee	Form 8-K	4.2	July 6, 2016
4.6	Second Supplemental Indenture (including the Form of Note), dated as of May 14, 2019, between the Registrant and U.S. Bank National Association, as trustee	Form 8-K	4.2	May 14, 2019
4.7	Securities Purchase Agreement, dated April 4, 2018, between the Registrant and the purchasers named therein	Form 8-K	10.1	April 10, 2018
4.8	Securities Purchase Agreement, dated May 8, 2019, between the Registrant and Samsara BioCapital, L.P.	Form 8-K	10.1	May 14, 2019
5.1*	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP			
23.1*	Consent of Independent Registered Public Accounting Firm			
23.2*	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (contained in Exhibit 5.1 to this Registration Statement on Form S-8)			
24.1*	Power of Attorney (included in signature page of this Registration Statement on Form S-8)			
99.1	Intercept Pharmaceuticals, Inc. 2012 Equity Incentive Plan	Form S-1⁽²⁾	10.2.1	September 27, 2012

* Filed herewith.

† Unless otherwise specified, the File No. is 001-35668.

(1) Registration Statement on Form S-8 filed by the Registrant, Registration No. 333-184810.

(2) Registration Statement on Form S-1 filed by the Registrant, Registration No. 333-183706.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on August 13, 2019.

INTERCEPT PHARMACEUTICALS, INC.

By: /s/ Mark Pruzanski, M.D.

Name: Mark Pruzanski, M.D.

Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Mark Pruzanski, M.D. and Sandip Kapadia, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her, and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing required or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Mark Pruzanski, M.D. Mark Pruzanski, M.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	August 13, 2019
/s/ Sandip Kapadia Sandip Kapadia	Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	August 13, 2019
/s/ Paolo Fundarò Paolo Fundarò	Chairman of the Board of Directors	August 13, 2019
/s/ Srinivas Akkaraju, M.D., Ph.D. Srinivas Akkaraju, M.D., Ph.D.	Director	August 13, 2019
/s/ Luca Benatti, Ph.D. Luca Benatti, Ph.D.	Director	August 13, 2019
/s/ Daniel Bradbury Daniel Bradbury	Director	August 13, 2019
/s/ Keith Gottesdiener, M.D. Keith Gottesdiener, M.D.	Director	August 13, 2019
/s/ Nancy Miller-Rich Nancy Miller-Rich	Director	August 13, 2019
/s/ Gino Santini Gino Santini	Director	August 13, 2019
/s/ Glenn Sblendorio Glenn Sblendorio	Director	August 13, 2019
/s/ Daniel Welch Daniel Welch	Director	August 13, 2019

EXHIBIT INDEX

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23.1*	Consent of Independent Registered Public Accounting Firm			
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[Letterhead of Skadden, Arps, Slate, Meagher & Flom LLP]

August 13, 2019

Intercept Pharmaceuticals, Inc.
10 Hudson Yards, 37th Floor
New York, New York 10001

Re: Intercept Pharmaceuticals, Inc.
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to Intercept Pharmaceuticals, Inc., a Delaware corporation (the “Company”), in connection with the Registration Statement on Form S-8 (the “Registration Statement”) filed by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933 (the “Securities Act”), on the date hereof, relating to the registration by the Company of up to 1,327,579 shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), issuable pursuant to the Intercept Pharmaceuticals, Inc. 2012 Equity Incentive Plan (the “Plan”).

This opinion is being furnished at the request of the Company in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In rendering the opinion stated herein, we have examined and relied upon the following:

- (a) the Registration Statement;
 - (b) the Plan;
 - (c) an executed copy of a certificate of the General Counsel and Secretary of the Company, dated the date hereof (the “Secretary’s Certificate”);
 - (d) a copy of the Company’s Restated Certificate of Incorporation, as amended (the “Restated Certificate of Incorporation”), certified by the Secretary of State of the State of Delaware and certified pursuant to the Secretary’s Certificate;
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(e) a copy of the Company's Restated Bylaws (the "Restated Bylaws"), as in effect as of the date hereof and certified pursuant to the Secretary's Certificate; and

(f) a copy of certain resolutions of the Board of Directors of the Company, certified pursuant to the Secretary's Certificate.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinion stated below.

In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts relevant to the opinion stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials, including the facts and conclusions set forth in the Secretary's Certificate.

In rendering the opinion stated herein, we have also assumed that (i) an appropriate account statement evidencing Shares credited to an eligible individual's account maintained with the Company's transfer agent has been or will be issued by the Company's transfer agent, (ii) the issuance of Shares will be properly recorded in the books and records of the Company, (iii) each award agreement under which incentive stock options, non-qualified options, stock grants or stock-based awards are granted pursuant to the Plan will be consistent with the Plan and will be duly authorized, executed and delivered by the parties thereto and (iv) the issuance of the Shares does not violate or conflict with any agreement or instrument binding on the Company (except that we do not make this assumption with respect to the Restated Certificate of Incorporation, the Restated Bylaws or those agreements or instruments expressed to be governed by the laws of the State of Delaware or the State of New York which are listed as exhibits to the Company's Annual Report on Form 10-K, filed with the Commission on March 1, 2019).

We do not express any opinion with respect to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware (the "DGCL").

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that the Shares have been duly authorized by all requisite corporate action on the part of the Company under the DGCL and when the Shares are issued to the participants in accordance with the terms and conditions of the Plan and the applicable award agreement for consideration in an amount at least equal to the par value of such Shares, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the General Rules and Regulations under the Securities Act. This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

RJD

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Intercept Pharmaceuticals, Inc.:

We consent to the incorporation by reference in the registration statement on Form S-8 of Intercept Pharmaceuticals, Inc. of our reports dated March 1, 2019, with respect to the consolidated balance sheets of Intercept Pharmaceuticals, Inc. and subsidiaries as of December 31, 2018 and 2017 and the related consolidated statements of operations, comprehensive loss, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes (collectively, the "consolidated financial statements"), and the effectiveness of internal control over financial reporting as of December 31, 2018, which reports appear in the December 31, 2018 annual report on Form 10-K of Intercept Pharmaceuticals, Inc.

/s/ KPMG LLP

New York, New York
August 13, 2019
