

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

<p>1. Name and Address of Reporting Person*</p> <p><u>Pruzanski Mark</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O INTERCEPT PHARMACEUTICALS, INC.</u></p> <p><u>10 HUDSON YARDS, FLOOR 37</u></p> <hr/> <p>(Street)</p> <p><u>NEW YORK NY 10001</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>INTERCEPT PHARMACEUTICALS, INC. [ ICPT ]</u></p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>11/15/2018</u></p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;"><b>President &amp; CEO</b></p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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**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	11/15/2018		M <sup>(1)</sup>		22,394	A	\$8.6667	589,199	D	
Common Stock	11/15/2018		s <sup>(1)</sup>		18,873	D	\$100.3813 <sup>(2)</sup>	570,326	D	
Common Stock	11/15/2018		s <sup>(1)</sup>		3,521	D	\$101.1327 <sup>(3)</sup>	566,805	D	
Common Stock	11/16/2018		M <sup>(1)</sup>		27,606	A	\$8.6667	594,411	D	
Common Stock	11/16/2018		s <sup>(1)</sup>		9,830	D	\$100.38 <sup>(2)</sup>	584,581	D	
Common Stock	11/16/2018		s <sup>(1)</sup>		7,949	D	\$101.4828 <sup>(4)</sup>	576,632	D	
Common Stock	11/16/2018		s <sup>(1)</sup>		7,839	D	\$102.6118 <sup>(5)</sup>	568,793	D	
Common Stock	11/16/2018		s <sup>(1)</sup>		1,988	D	\$103.286 <sup>(6)</sup>	566,805	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	\$8.6667	11/15/2018		M <sup>(1)</sup>			22,394	(7)	08/16/2020	Common Stock	22,394	\$0	27,645	D	
Option to Purchase Common Stock	\$8.6667	11/16/2018		M <sup>(1)</sup>			27,606	(7)	08/16/2020	Common Stock	27,606	\$0	39	D	

**Explanation of Responses:**

- This transaction was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person for financial and tax planning purposes.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$100.00 to \$100.99, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (4), (5) and (6) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.00 to \$101.285, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.00 to \$101.955, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$102.025 to \$103.02, inclusive.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$103.025 to \$103.57, inclusive.

7. This option is fully vested and exercisable.

/s/ Mark Pruzanski

11/16/2018

\*\* 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.

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