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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A  
(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Intercept Pharmaceuticals, Inc.**

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
  - Fee paid previously with preliminary materials
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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May 19, 2022

In addition to the disclosures in its proxy statement, the registrant hereby states as follows:

On May 13, 2022, the registrant engaged Alliance Advisors, LLC, as its proxy solicitor to assist with solicitation of proxies. Fees are \$20,000, plus expenses (capped at \$2,000 unless with the registrant's prior written approval), and an additional amount for additional services, anticipated to consist of a phone, text message, mail, and email retail campaign for an estimated additional \$40,000. The registrant will bear the cost of solicitation.

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