

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Fundaro Paolo</u> (Last) (First) (Middle) VIA G. DE GRASSI, 11 (Street) MILAN L6 20123 (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/13/2020	
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, par value \$0.001 per share	08/13/2020		s		83,000 ⁽²⁾	D	\$52.5958	5,417,000	I	See Footnote ⁽¹⁾
Common stock, par value \$0.001 per share	08/14/2020		s		54,600	D	\$50.5515	5,362,400	I	See Footnote ⁽¹⁾
Common stock, par value \$0.001 per share	08/17/2020		s		126,888	D	\$50.1459	5,235,512	I	See Footnote ⁽¹⁾
Common stock, par value \$0.001 per share	08/17/2020		s		1,235,512	D	\$46.75	4,000,000	I	See Footnote ⁽¹⁾
Common stock, par value \$0.001 per share								21,028	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)					

Explanation of Responses:

- These shares are held by Genextra S.p.A. Mr. Fundaro is the Chief Executive Officer of Genextra S.p.A. and, in such capacity, Mr. Fundaro exercises voting control over the shares of common stock owned by Genextra S.p.A and investment control over such shares as authorized by the board of Genextra S.p.A. Mr. Fundaro disclaims beneficial ownership with respect to any such shares, except to the extent of his pecuniary interest therein, if any.
- Genextra S.p.A. will apply the proceeds from the sales to pay off outstanding indebtedness under its margin loan secured by its shares of Intercept's common stock, and for general corporate purposes.

/s/ Paolo Fundaro 08/17/2020
 ** 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.