

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

Intercept Pharmaceuticals, Inc.

(Name of Subject Company (Issuer) and Filing Person (as Offeror))

Options to Purchase Common Stock, par value \$0.001 per share

(Title of Class of Securities)

45845P108

(CUSIP Number of Class of Securities)

Mary J. Grendell

Deputy General Counsel and Corporate Secretary

Intercept Pharmaceuticals, Inc.

10 Hudson Yards, 37th Floor

New York, NY 10001

(646) 747-1000

(Name, address, and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

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CALCULATION OF FILING FEE

Transaction Value (1)	Amount of Filing Fee (2)
N/A	N/A

* Pursuant to General Instruction D to Schedule TO, a filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable.
Form or Registration No.: Not applicable.

Filing Party: Not applicable.
Date Filed: Not applicable.

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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Attached is a communication (the “Employee Communication”) sent by the Chief Human Resources Officer of Intercept Pharmaceuticals, Inc., a Delaware corporation (the “Company”), on July 1, 2021 to Company employees regarding the Company’s upcoming stock option exchange program, which will permit certain employees to voluntarily exchange certain eligible stock options owned by them for a lesser number of new stock options with an exercise price equal to the closing trading price of the Company’s common stock on the date of their grant (the “Stock Option Exchange Program”).

The Employee Communication is for informational purposes only and is neither an offer to exchange nor a solicitation of an offer to exchange any of the Company’s securities. The Stock Option Exchange Program has not yet commenced. The offer to exchange and the solicitation of securities eligible to be exchanged will be made only pursuant to the Offer to Exchange and other related materials, which are expected to be made available to all eligible option holders shortly after commencement of the exchange offer, at no expense to option holders, through an option exchange portal. Option holders should read those materials and the documents referenced therein carefully when they become available because they will contain important information, including the various terms and conditions of the Stock Option Exchange Program. The Company will file a Tender Offer Statement on Schedule TO (the “Tender Offer Statement”) with the U.S. Securities and Exchange Commission (the “SEC”). The Tender Offer Statement, including the Offer to Exchange and other related materials, will also be available to option holders, at no charge, on the SEC’s website at www.sec.gov. Option holders are urged to read those materials carefully prior to making any decisions with respect to the Stock Option Exchange Program.

Item 12. Exhibits.

<u>Exhibit No.</u>	<u>Document</u>
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99.1	Employee Communication sent on July 1, 2021
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Subject: SAVE THE DATES – IMPORTANT REMINDER OF UPCOMING STOCK OPTIONS EXCHANGE PROGRAM IN JULY 2021

Dear Colleagues:

As you are aware, it is our intention to provide eligible employees a chance to participate in our Stock Options Exchange program. I'm pleased to advise you that our plan is to make this available for 20 business days from July 19th 2021 to August 13th 2021. Please note that this is subject to change if business circumstances require us to move the dates; if this happens we will advise you in advance.

We'll provide detailed information at the time of the launch of the Exchange. As explained during the recent All Employee Update, I want to remind you to pay close attention to your email for communications on the this topic.

To that end, in the coming days you will be receiving a Save the Dates calendar update for the anticipated launch of the Stock Option Exchange program, as well as calendar invites for (2) webinar/information sharing sessions on the program.

Best regards.

David Ford
Chief Human Resources Officer

Important Legal Information

This communication is for informational purposes only and is neither an offer to exchange nor a solicitation of an offer to exchange any of the Company's securities. The Stock Option Exchange Program has not yet commenced. The offer to exchange and the solicitation of securities eligible to be exchanged will be made only pursuant to the Offer to Exchange and other related materials, which are expected to be made available to all eligible option holders shortly after commencement of the exchange offer, at no expense to option holders, through an option exchange portal. Option holders should read those materials and the documents referenced therein carefully when they become available because they will contain important information, including the various terms and conditions of the Stock Option Exchange Program. The Company will file a Tender Offer Statement on Schedule TO (the "Tender Offer Statement") with the U.S. Securities and Exchange Commission (the "SEC"). The Tender Offer Statement, including the Offer to Exchange and other related materials, will also be available to option holders, at no charge, on the SEC's website at www.sec.gov. Option holders are urged to read those materials carefully prior to making any decisions with respect to the Stock Option Exchange Program.