

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO/A

(Amendment No. 2)
(Rule 13e-4)

**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 (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 Person)

CALCULATION OF FILING FEE

Transaction Valuation ⁽¹⁾	Amount of Filing Fee ⁽²⁾
\$2,014,589.76	\$219.79

- (1) Estimated solely for purposes of calculating the amount of the filing fee. The calculation of the transaction valuation assumes that all stock options to purchase shares of the issuer's common stock that may be eligible for repricing in the offer will be tendered pursuant to this offer. This calculation assumes stock options to purchase an aggregate of 733,613 shares of the issuer's common stock, having an aggregate value of \$2,014,589.76 as of August 12, 2021, calculated based on the Black-Scholes option pricing model, will be exchanged or cancelled pursuant to this offer.
- (2) The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$109.10 per \$1,000,000 of the aggregate amount of the Transaction Valuation (or 0.01091% of the aggregate Transaction Valuation). The Transaction Valuation set forth above was calculated for the sole purpose of determining the filing fee and should not be used for any other purpose.

- 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:	\$219.79	Filing Party:	Intercept Pharmaceuticals, Inc.
Form or Registration No.:	Schedule TO-I	Date Filed:	August 16, 2021

- 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)

Explanatory Note

This Amendment No. 2 to the Tender Offer Statement on Schedule TO (this “**Amendment No. 2**”) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the “**SEC**”) on August 16, 2021, as amended September 1, 2021 (the “**Schedule TO**”), by Intercept Pharmaceuticals, Inc., a Delaware corporation (the “**Company**”) relating to the Offer to Exchange Eligible Options for New Options, dated August 16, 2021 (the “**Exchange Offer**”). This Amendment No. 2 should be read in conjunction with the Schedule TO and the Exchange Offer. Capitalized terms used herein and not defined herein have the meanings given to them in the Exchange Offer.

This Amendment No. 2 is made to amend and supplement Item 12 (Exhibits) of the Schedule TO. The information in the Schedule TO, including all schedules and annexes to the Schedule TO that were previously filed with the Schedule TO, is incorporated herein by reference to answer the items required in this Amendment No. 2, except that such information is hereby amended and supplemented to the extent specifically provided in this Amendment No. 2. Except as specifically set forth herein, this Amendment No. 2 does not modify any of the information previously reported on the Schedule TO.

Item 12. Exhibits.

Item 12 of the Schedule TO is amended and supplemented by adding new Exhibit (a)(1)(P) as follows:

Exhibit Number	Description
(a)(1)(P)	Form of Reminder Email to Eligible Participants from Chief Human Resources Officer.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: September 9, 2021

INTERCEPT PHARMACEUTICALS, INC.

By: /s/ Rocco Venezia

Rocco Venezia

Chief Accounting Officer and Treasurer

FORM OF REMINDER EMAIL TO ELIGIBLE PARTICIPANTS
REGARDING THE OPTION EXCHANGE

To: Eligible Employee Population

Subject: IMPORTANT REMINDER - ONLY 5 DAYS LEFT TO PARTICIPATE IN THE OPTIONS EXCHANGE!

Dear colleagues:

I am writing to you to let you know that the offer to exchange your Eligible Options for New Options is still open, and you have time to make an election until **11:59 p.m., Eastern Daylight Time, on Friday, September 17, 2021.**

While neither I, nor the company, is advising you to make an election, as the decision to do so is entirely yours – we would however, strongly encourage you to familiarize yourself with the program if you have not already done so.

My hope with the Option Exchange program, is that it provides an opportunity for Intercept employees who choose to take advantage of the offering, to reset their long-term incentives and look forward to being part of the exciting journey ahead of us.

In order to register and access the exchange election website, please refer to the original email that you received from awardchoice@aon.com on August 16th. Please contact totalrewards@interceptpharma.com if you need help finding it. Registration will also provide access to the Document Library, which contains helpful educational materials should you need it. You also recently received the attached email from the Total Rewards team that contained the presentation slides from our employee webinars, along with a break-even modeling tool to aid with your calculations.

If you have any questions on the exchange, please do not hesitate to reach out to the Total Rewards team at totalrewards@interceptpharma.com.

Best regards.

David Ford
Chief Human Resources Officer

This notice does not constitute an offer. The full terms of the Exchange Offer are described in the Schedule TO and accompanying documents, which are available via the "Document Library" within the exchange election site, on our website at <https://ir.interceptpharma.com/financial-information/sec-filings> or through the SEC website at www.sec.gov. Participation in the Exchange Offer is entirely your decision and should be made based on your personal circumstances. No one from Intercept is, or will be, authorized to provide you with legal, tax, financial or other advice or recommendations regarding whether you should participate in the Exchange Offer. You should consult your personal financial and tax advisors if you have questions about your financial or tax situation as it relates to the Exchange Offer. Capitalized terms used but not otherwise defined in this email shall have the meanings set forth in the Exchange Offer documents. Our inclusion of website links in this notice does not incorporate them by reference into the Exchange Offer.
