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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): May 27, 2021

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**Intercept Pharmaceuticals, Inc.**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-35668**  
(Commission  
File Number)

**22-3868459**  
(IRS Employer  
Identification No.)

**10 Hudson Yards, 37th Floor**  
**New York, NY 10001**  
(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: **(646) 747-1000**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of each class</u>                | <u>Trading<br/>Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|---|------------------------------|--|
| Common Stock, par value \$0.001 per share | ICPT                         | Nasdaq Global Select Market                      |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Intercept Pharmaceuticals, Inc. (the “Company”) held its 2021 Annual Meeting of Stockholders on May 27, 2021 (the “Annual Meeting”). As previously disclosed, effective as of the Annual Meeting, Daniel Welch retired from our Board of Directors (the “Board”). Following the Annual Meeting, the Board accordingly reduced its size from twelve to eleven directors.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting, the Company’s stockholders:

1. Elected, by separate resolutions, each of the eleven nominees nominated to serve on the Board until the 2022 Annual Meeting of Stockholders or until their respective successors are duly elected and qualified.
2. Approved a one-time stock option exchange program for non-executive employees.
3. Approved, on a non-binding, advisory basis, the compensation of the Company’s named executive officers as disclosed in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 27, 2021 (the “Proxy Statement”).
4. Voted, on a non-binding, advisory basis, that the stockholder advisory vote to approve the compensation of the Company’s named executive officers (i.e., Proposal 3), should occur every one year.
5. Ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2021.

The final voting results on each of the proposals submitted to a vote of the Company’s stockholders at the Annual Meeting are as follows:

| <b>Proposal</b>   | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|---|------------|-----------------|-------------------------|
| 1. The election, by separate resolutions, of each of the following eleven nominees to serve on the Board until the 2022 Annual Meeting of Stockholders or until their respective successors are duly elected and qualified: |            |                 |                         |
| (a) Paolo Fundarò   | 20,356,630 | 251,722         | 5,279,420               |
| (b) Jerome Durso  | 20,432,778 | 175,574         | 5,279,420               |
| (c) Srinivas Akkaraju, M.D., Ph.D.  | 20,384,237 | 224,115         | 5,279,420               |
| (d) Luca Benatti, Ph.D.   | 19,404,806 | 1,203,546       | 5,279,420               |
| (e) Daniel Bradbury   | 18,851,627 | 1,756,725       | 5,279,420               |
| (f) Keith Gottesdiener, M.D.  | 20,395,054 | 213,298         | 5,279,420               |
| (g) Nancy Miller-Rich   | 20,371,367 | 236,985         | 5,279,420               |
| (h) Mark Pruzanski, M.D.  | 20,370,396 | 237,956         | 5,279,420               |
| (i) Dagmar Rosa-Bjorkeson   | 20,400,057 | 208,295         | 5,279,420               |
| (j) Gino Santini  | 19,338,469 | 1,269,883       | 5,279,420               |
| (k) Glenn Sblendorio  | 13,321,832 | 7,286,520       | 5,279,420               |

| <b>Proposal</b>   | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|---|------------|----------------|----------------|-------------------------|
| 2. The approval of a one-time stock option exchange program for non-executive employees.  | 20,259,040 | 321,532        | 27,780         | 5,279,420               |
| 3. The approval, on a non-binding, advisory basis, of the compensation of the Company's named executive officers as disclosed in the Proxy Statement. | 13,363,412 | 7,194,158      | 50,782         | 5,279,420               |

| <b>Proposal</b>   | <b>One Year</b> | <b>Two Years</b> | <b>Three Years</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|---|-----------------|------------------|--------------------|----------------|-------------------------|
| 4. The vote, on a non-binding, advisory basis, as to whether the stockholder advisory vote to approve the compensation of the Company's named executive officers (i.e., Proposal 3), should occur every one, two, or three years. | 20,469,261      | 31,671           | 58,246             | 49,174         | 5,279,420               |

| <b>Proposal</b>  | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|--|------------|----------------|----------------|-------------------------|
| 5. The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2021. | 25,612,436 | 92,280         | 183,056        | —                       |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTERCEPT PHARMACEUTICALS, INC.

By: /s/ Rocco Venezia

Name: Rocco Venezia

Title: Chief Accounting Officer;

Acting Chief Financial Officer and Treasurer

Date: May 27, 2021

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