

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* <u>Freedberg Jared</u> (Last) (First) (Middle) C/O INTERCEPT PHARMACEUTICALS, INC. 10 HUDSON YARDS, FLOOR 37 (Street) NEW YORK NY 10001 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>INTERCEPT PHARMACEUTICALS, INC.</u> [ICPT] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) General Counsel and Secretary |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/01/2021 | |
| 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 | 02/01/2021 | | A | | 44,277 ⁽¹⁾ | A | \$0 | 44,277 | 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) | Date Exercisable | Expiration Date | | | | | | Title |
| Option to Purchase Common Stock | \$36.9 | 02/01/2021 | | A | | 69,400 | | (2) | 02/01/2031 | Common Stock | 69,400 | \$0 | 69,400 | D | |

Explanation of Responses:

- Represents restricted stock units granted to the Reporting Person. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock. The award shall be subject to a four-year vesting period, with 25% of the shares subject to the award vesting in an initial annual installment following the Vesting Commencement Date and the remaining shares vesting pro rata on each subsequent three-month anniversary of the Vesting Commencement Date. The Vesting Commencement Date is February 1, 2021.
- The award shall be subject to a four-year vesting period, with 25% of the shares subject to the award vesting and becoming exercisable in an initial annual installment following the Vesting Commencement Date and 1/48th of the shares subject to the award vesting and becoming exercisable each month thereafter. The Vesting Commencement Date is February 1, 2021.

/s/ Jared Freedberg 02/01/2021
 ** 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.