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INTERCEPT PHARMACEUTICALS INC Form 4 November 27, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL			
Washington, D.C. 20549							OMB Number:	3235-0287			
Check this if no longe	A #	box							Expires:	January 31, 2005	
subject to Section 16 Form 4 or	subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. SECURITIES Form 4 or						Estimated a burden hou response	average Irs per			
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940											
(Print or Type Ro	esponses)										
WELCH DANIEL G Symbol			suer Name and Ticker or Trading ol E RCEPT				5. Relationship of Reporting Person(s) to Issuer				
			PHARM	ACEUTI	CALS II	NC [I	[CPT]	(Che	ck all applicable)		
(Last) (First) (Middle) 3. Date of 1 (Month/Da				Earliest Transaction			_X_ Director 10% Owner Officer (give title Other (specify				
	CEPT EUTICALS, I REET, SUITI		11/24/20	-				below)	below)		
(Street) 4. If Amenda Filed(Month/				dment, Date Original h/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YORK	K, NY 10011							Form filed by I Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date, if			3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5))	Securities Energically Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	11/24/2015			А	1,300 (1)	A	\$0	1,300	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

 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. Transactio Code (Instr. 8)	5. Number poof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. De Se (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Purchase Common Stock	\$ 183.62	11/24/2015		А	3,500	(2)	11/24/2025	Common Stock	3,500	

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	8 • • • • • • • • • • • • • • • • • • •			Officer	Other	
WELCH DANIEL G C/O INTERCEPT PHARMACEUTICAL 450 W. 15TH STREET, SUITE 505 NEW YORK, NY 10011	S, INC.	X				
Signatures						
/s/ Bryan Yoon, as attorney-in-fact	1/27/2015	5				

Date

<u>**</u>Signature of Reporting Person

Explanation of Responses:

- * 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).

33% of the shares of restricted stock will vest annually on November 24, 2016, 2017 and 2018 (each an "Anniversary Date"), respectively, subject to the terms and conditions of the award and the Intercept Pharmaceuticals, Inc. 2012 Equity Incentive Plan (the

(1) "2012 Plan"); provided, however, if the date of the next subsequent annual meeting of stockholders (starting from the 2016 annual meeting) is held prior to the Anniversary Date in that year, the annual vesting for such year shall occur on the day immediately preceding the date of the annual meeting in such year.

33% of the shares of common stock underlying this option will vest annually on November 24, 2016, 2017 and 2018, respectively, subject to the terms and conditions of the award and the 2012 Plan; provided, however, if the date of the next subsequent annual meeting

(2) subject to the terms and conditions of the award and the 2012 mail, provided, nowever, if the date of the next subsequent annual meeting of stockholders (starting from the 2016 annual meeting) is held prior to the Anniversary Date in that year, the annual vesting for such year shall occur on the day immediately preceding the date of the annual meeting in such year.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.