

TALLARIGO LORENZO  
Form 3  
October 10, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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 Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person *                   |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â TALLARIGO LORENZO   |         | (Month/Day/Year)                     | INTERCEPT PHARMACEUTICALS INC [ICPT]                                   |  |
| (Last)  | (First) | (Middle)                             | 10/10/2012   |  |
| C/O INTERCEPT PHARMACEUTICALS, INC., Â 18 DESBROSSES STREET |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)  |         |                                      | (Check all applicable)   |  |
| NEW YORK, Â NY Â 10013                                      |         |                                      | <input checked="" type="checkbox"/> Director                           | <input checked="" type="checkbox"/> 10% Owner        |
| (City)  | (State) | (Zip)                                | <input type="checkbox"/> Officer                                       | <input type="checkbox"/> Other                       |
|   |         |                                      | (give title below)   | (specify below)                                      |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 1,600,700 <sup>(1)</sup>                              | I  | See Footnote <sup>(2)</sup>                           |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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|                                  | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | (Instr. 5)       |
|----------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|---|------------------|
| Series A Preferred Stock         | Â (3)            | Â (4)           | Common Stock        | 2,403,837                  | \$ (5)                       | I   | See Footnote (6) |
| Series B Preferred Stock         | Â (3)            | Â (4)           | Common Stock        | 2,403,837                  | \$ (5)                       | I   | See Footnote (6) |
| Series C Preferred Stock         | Â (3)            | Â (4)           | Common Stock        | 778,843                    | \$ (5)                       | I   | See Footnote (6) |
| Warrant to Purchase Common Stock | Â (7)            | 01/20/2015      | Common Stock        | 865,381 (8)                | \$ 10.4 (8)                  | I   | See Footnote (6) |
| Options to Purchase Common Stock | Â (9)            | 09/18/2018      | Common Stock        | 6,923 (10)                 | \$ 9.82 (10)                 | D   | Â                |
| Options to Purchase Common Stock | Â (9)            | 09/16/2019      | Common Stock        | 3,461 (10)                 | \$ 9.82 (10)                 | D   | Â                |
| Options to Purchase Common Stock | Â (9)            | 10/13/2021      | Common Stock        | 4,326 (10)                 | \$ 8.67 (10)                 | D   | Â                |
| Options to Purchase Common Stock | Â (11)(13)       | 10/13/2021      | Common Stock        | 4,326 (10)                 | \$ 8.67 (10)                 | D   | Â                |
| Options to Purchase Common Stock | Â (12)(13)       | 07/31/2022      | Common Stock        | 4,326 (10)                 | \$ 9.31 (10)                 | D   | Â                |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| TALLARIGO LORENZO<br>C/O INTERCEPT PHARMACEUTICALS, INC.<br>18 DESBROSSES STREET<br>NEW YORK, NY 10013 | Â X           | Â X       | Â       | Â     |

## Signatures

/s/ Barbara Duncan, as  
Attorney-in-fact

10/10/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Reflects a 1-for-5.7778 reverse stock split effected on September 26, 2012.
- (2) Held by Genextra S.p.A. Dr. Tallarigo is the chief executive officer of Genextra S.p.A. and, in such capacity, Dr. Tallarigo exercises voting control over the shares of common stock owned by Genextra S.p.A. and investment control over such shares as authorized by the

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board of directors of Genextra S.p.A. Dr. Tallarigo disclaims beneficial ownership with respect to any such shares, except to the extent of his pecuniary interest therein, if any.

(3) These shares are convertible into the Issuer's common stock in accordance with the Issuer's Restated Certificate of Incorporation, as amended, at any time after the issuance of such shares, at the holder's election.

(4) Not applicable.

(5) The shares of preferred stock shall convert into common stock upon the closing of the Issuer's initial public offering using a calculation defined in the Issuers Restated Certificate of Incorporation, as amended, based on the initial purchase price and the conversion rate in effect at the time of conversion. The preferred stock will convert on a 1-for-5.7778 basis and such conversion is reflected in the amount of common stock underlying the security.

(6) Held by Genextra S.p.A. Dr. Tallarigo is the chief executive officer of Genextra S.p.A. and, in such capacity, Dr. Tallarigo exercises voting control over the shares of common stock owned by Genextra S.p.A. and investment control over such shares as authorized by the board of directors of Genextra S.p.A. Dr. Tallarigo disclaims beneficial ownership with respect to any such shares, except to the extent of his pecuniary interest therein, if any.

(7) This warrant is immediately exercisable.

(8) Reflects the 1-for-5.7778 reverse stock split effected on September 26, 2012 in connection with the Issuer's initial public offering, pursuant to which (i) the number of shares of common stock underlying the warrant was divided by 5.7778 and (ii) the exercise price of the warrant was multiplied by 5.7778.

(9) All of the shares underlying this option have vested.

(10) Reflects the 1-for-5.7778 reverse stock split effected on September 26, 2012 in connection with the Issuer's initial public offering, pursuant to which (i) the number of shares of common stock underlying the options was divided by 5.7778 and (ii) the exercise price of the options was multiplied by 5.7778.

(11) 39.18% of the shares underlying this option were vested on October 13, 2011, the date of grant, and the remainder of the shares originally underlying the option vest on a pro rata monthly basis through December 31, 2012, subject to the terms and conditions thereof.

(12) 29.04% of the shares underlying this option were vested on July 31, 2012, the date of grant, and the remainder of the shares originally underlying the option vest on a pro rata monthly basis through December 31, 2014, subject to the terms and conditions thereof.

(13) The vesting of all stock options granted to Dr. Tallarigo under the Issuer's 2003 Stock Incentive Plan, as amended, has been suspended starting from October 10, 2012 until October 10, 2013, at which time all such stock options that would have vested during this period will vest and all remaining unvested stock options will continue vesting in accordance with the original terms.

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### Remarks:

ExhibitÂ ListÂ -Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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