Bright Lisa
Form 4
October 03, 2018

FORM 4

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

STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bright Lisa

(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
INTERCEPT PHARMACEUTICALS, INC. [ICPT]

3. Date of Earliest Transaction (Month/Day/Year)
11/24/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President, International

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	11/24/2017		F		247 (1)	D	$ 63.2	26,535 (3)	D	
Common Stock	12/18/2017		F		414 (1)	D	$ 62.08	26,535 (3)	D	
Common Stock	01/01/2018		F		935 (1)	D	$ 58.42	26,535 (3)	D	
Common Stock	01/08/2018		F		414 (1)	D	$ 53.66	26,535 (3)	D	

Common Stock	02/24/2018	F	247 (1)	D	$ 62.04	26,535 (3)	D	
Common Stock	04/01/2018	F	522 (1)	D	$ 61.52	26,535 (3)	D	
Common Stock	05/24/2018	F	247 (1)	D	$ 69.76	26,535 (3)	D	
Common Stock	05/31/2018	A	879 (2)	A	$ 0	26,535 (3)	D	
Common Stock	05/31/2018	F	414 (1)	D	$ 70.21	26,535 (3)	D	
Common Stock	07/01/2018	F	521 (1)	D	$ 83.91	26,535 (3)	D	
Common Stock	08/24/2018	F	247 (1)	D	$ 108.45	26,535 (3)	D	
Common Stock	10/01/2018	F	521 (1)	D	$ 126.46	26,535 (3)	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.

SEC 1474 (9-02)

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 Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Bright Lisa
C/O INTERCEPT PHARMACEUTICALS, INC.
10 HUDSON YARDS, FLOOR 37
NEW YORK, NY 10001

President, International

Signatures

/s/ Mark Pruzanski, as attorney-in-fact — 10/03/2018

**Signature of Reporting Person — Date

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).

(1) Represents shares of common stock withheld to satisfy taxes associated with the vesting of restricted stock.

(2) Represents shares of restricted stock that vested upon the achievement of certain performance milestones.

(3) In each case, the amount of securities beneficially owned following the reported transactions is provided as of the date of this Form 4.

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.