

Fundaro Paolo
 Form 3
 October 10, 2012

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 * Â Fundaro Paolo (Last) (First) (Middle)	2. Date of Event Requiring Statement (Month/Day/Year) 10/10/2012	3. Issuer Name and Ticker or Trading Symbol INTERCEPT PHARMACEUTICALS INC [ICPT]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
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C/O INTERCEPT PHARMACEUTICALS, INC., Â 18 DESBROSSES STREET
 (Street)

NEW YORK, Â NY Â 10013
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)
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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 (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Options to Purchase Common Stock	Â <u>(1)</u>	03/23/2017	Common Stock	3,461 <u>(2)</u>	\$ 10.11 <u>(2)</u>	D	Â
Options to Purchase Common Stock	Â <u>(1)</u>	09/18/2018	Common Stock	3,461 <u>(2)</u>	\$ 9.82 <u>(2)</u>	D	Â
Options to Purchase Common Stock	Â <u>(1)</u>	09/16/2019	Common Stock	3,461 <u>(2)</u>	\$ 9.82 <u>(2)</u>	D	Â
Options to Purchase Common Stock	Â <u>(1)</u>	10/13/2021	Common Stock	3,461 <u>(2)</u>	\$ 8.67 <u>(2)</u>	D	Â
Options to Purchase Common Stock	Â <u>(3)</u>	10/13/2021	Common Stock	3,461 <u>(2)</u>	\$ 8.67 <u>(2)</u>	D	Â
Options to Purchase Common Stock	Â <u>(4)</u>	07/31/2022	Common Stock	3,461 <u>(2)</u>	\$ 9.31 <u>(2)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fundaro Paolo C/O INTERCEPT PHARMACEUTICALS, INC. 18 DESBROSSES STREET NEW YORK, NY 10013	Â X	Â	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) All shares underlying this option have vested.

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

(3) 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.

(4) 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.

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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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