

INTERCEPT PHARMACEUTICALS INC  
Form 8-K  
August 12, 2014  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 11, 2014**

**INTERCEPT PHARMACEUTICALS, INC.**

**(Exact name of registrant as specified in its charter)**

|  |                     |                            |
|--|---------------------|----------------------------|
| <b>Delaware</b><br><b>(state or other jurisdiction</b> | <b>001-35668</b>    | <b>22-3868459</b>          |
| <b>of incorporation)</b>                               | <b>(Commission</b>  | <b>(I.R.S. Employer</b>    |
|  | <b>File Number)</b> | <b>Identification No.)</b> |
| <b>450 W. 15<sup>th</sup> Street, Suite 505</b>        |                     | <b>10011</b>               |
| <b>New York, New York</b>                              |                     | <b>(Zip Code)</b>          |
| <b>(Address of principal executive offices)</b>        |                     |                            |

**Registrant's telephone number, including area code: (646) 747-1000**

**(Former name or former address, if changed since last report)**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ..Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition.**

On August 11, 2014, Intercept Pharmaceuticals, Inc. (the “Company”) announced its results for the six months and quarter ended June 30, 2014 and provided a business update. A copy of the Company’s press release containing such announcement is attached hereto as Exhibit 99.1. The information in the press release is incorporated by reference into this Item 2.02 of this Current Report on Form 8-K.

Except as shall be expressly set forth by specific reference, the information contained or incorporated by reference in this Item 2.02 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

99.1 Press release, dated August 11, 2014.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTERCEPT  
PHARMACEUTICALS,  
INC.

Date: August 11, 2014 /s/ Mark Pruzanski  
Mark Pruzanski, M.D.

President and Chief  
Executive Officer