

INTERCEPT PHARMACEUTICALS INC  
Form SC 13G/A  
February 17, 2015

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

**INTERCEPT PHARMACEUTICALS, INC.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**45845P108**

(CUSIP Number)

**December 31, 2014**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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Pages

1. Names of Reporting Persons  
Genextra S.p.A.

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)      
(b)   

3. SEC Use Only

4. Citizenship or Place of Organization  
Italy

5. Sole Voting Power  
0

6. Shared Voting Power  
6,454,953 shares of Common Stock

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Dispositive Power  
0

8. Shared Dispositive Power  
6,454,953 shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
6,454,953 shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
28.6%

12. Type of Reporting Person (See Instructions)  
OO

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1. Names of Reporting Persons

Francesco Micheli

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Italy

5. Sole Voting Power

0

6. Shared Voting Power

6,454,953 shares of Common Stock

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Dispositive Power

0

8. Shared Dispositive Power

6,454,953 shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person

6,454,953 shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

28.6%

12. Type of Reporting Person (See Instructions)

IN

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1. Names of Reporting Persons

Lorenzo Tallarigo

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Italy

5. Sole Voting Power

27,200 shares of Common Stock

6. Shared Voting Power

0 shares of Common Stock

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Dispositive Power

27,200 shares of Common Stock

8. Shared Dispositive Power

0 shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person

27,200 shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person (See Instructions)

IN

This Amendment No. 2 (this “Amendment”) amends and supplements the statement on Schedule 13G (the “Schedule 13G”) dated February 14, 2013, as subsequently amended by Amendment No. 1 dated February 14, 2014 (“Amendment No. 1”), filed jointly by Genextra S.p.A. (“Genextra”), Francesco Micheli and Lorenzo Tallarigo, with respect to the shares of common stock, par value \$0.001 per share (“Common Stock”), of Intercept Pharmaceuticals, Inc. (the “Issuer”). Capitalized terms used in this Amendment without definition have the meanings ascribed to them in the Schedule 13G.

Items 4 and 5 of the Schedule 13G are hereby amended and supplemented to add the following:

**Item 4. Ownership:**

*(a) Amount beneficially owned:*

Genextra beneficially owns 6,454,953 shares of Common Stock.

Mr. Micheli beneficially owns 6,454,953 shares of Common Stock, consisting of 6,454,953 shares of Common Stock owned by Genextra. Mr. Micheli is an Executive Director of Genextra and, in such capacity, Mr. Micheli exercises voting control over the shares of Common Stock owned by Genextra. Mr. Micheli disclaims beneficial ownership with respect to any such shares, except to the extent of his pecuniary interest therein, if any.

Subsequent to the filing of Amendment No. 1 to the Schedule 13G, Dr. Tallarigo retired from his position as the chief executive officer of Genextra. Although Dr. Tallarigo remains a member of the board of directors of Genextra, he is no longer attributed with beneficial ownership of the shares held by Genextra as he has waived all voting and investment control over the shares of Common Stock owned by Genextra. Dr. Tallarigo beneficially owns an aggregate of 27,200 shares of Common Stock that may be acquired by Dr. Tallarigo as a result of options to purchase shares of Common Stock, which options are exercisable as of the date of this filing.

The percentage of Common Stock beneficially owned by each Reporting Person as of February 17, 2015 is based on a total of 21,415,243 shares of Common Stock of the Issuer outstanding as of December 31, 2014, as disclosed in the Issuer's prospectus supplement dated February 4, 2015, filed with the Securities and Exchange Commission on February 6, 2015, and adjusted to give effect to the closing on February 10, 2015 of the offering of 1,150,000 shares of Common Stock to which such prospectus supplement relates (including the full exercise of the underwriters' over-allotment option to purchase 150,000 shares of Common Stock, as disclosed in the Issuer's press release dated February 10, 2015).

***(b) Percent of class:***

See Item 11 of each cover page.

***(c) Number of shares as to which the person has:***

(i) Sole power to vote or to direct the vote:

See Item 5 of each cover page.

(ii) Shared power to vote or to direct the vote:

See Item 5 of each cover page.

(iii) Sole power to dispose or to direct the disposition of:

See Item 5 of each cover page.

(iv) Shared power to dispose or to direct the disposition of:

See Item 5 of each cover page.

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X].

See the information related to Dr. Tallarigo in Item 4 above.



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 17, 2015

GENEXTRA S.P.A.

By: /s/ Francesco Micheli\*  
FRANCESCO MICHELI  
Co-Founder, Chairman of the Board

/s/ Francesco Micheli\*  
FRANCESCO MICHELI

/s/ Lorenzo Tallarigo\*  
LORENZO TALLARIGO

\*By: /s/ Per B. Chilstrom  
Per B. Chilstrom, Attorney in Fact

## POWER OF ATTORNEY

Know all by these present, that the undersigned hereby constitutes and appoints each of Mark Pruzanski and Barbara Duncan of Intercept Pharmaceuticals, Inc. (the "Company"), Paolo Sersale of Clifford Chance LLP, and Per B. Chilstrom and Megha Kalbag of Clifford Chance US LLP, signing singly, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute and deliver for and on behalf of the undersigned, forms and authentication documents for EDGAR Filing Access;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such forms and authentication documents;

execute and deliver for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or (3) 10% shareholder of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to (4) complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange, self-regulatory or similar authority; and

take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by the undersigned, it being (5) understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, (i) any of the undersigned's responsibilities to comply with the requirements of the Exchange Act or any liability for the undersigned's failure to comply with such requirements or (ii) any obligation or liability that the undersigned incurs for profit disgorgement under Section 16(b) of the Securities Exchange Act of 1934, as amended.

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This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

This Power of Attorney does not revoke any other power of attorney that the undersigned has previously granted.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 6th day of February, 2015.

GENEXTRA S.P.A.

/s/ Francesco Micheli  
By: FRANCESCO MICHELI

Its: CO-FOUNDER, CHAIRMAN OF THE BOARD

/s/ Francesco Micheli  
Francesco Micheli

/s/ Lorenzo Tallarigo  
Lorenzo Tallarigo