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Than October 5, 2016

INP



Official  
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Use  
Only

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

*In re Intercept Pharmaceuticals, Inc.  
Securities Litigation*

Civil Action No. 1:14-cv-01123-NRB

**PROOF OF CLAIM AND RELEASE**

Please Type or Print in the Boxes Below  
Do NOT use Red Ink, Pencil, or Staples

**PART I: CLAIMANT IDENTIFICATION**

Last Name	M.I.	First Name
<input type="text"/>	<input type="text"/>	<input type="text"/>

Last Name (Co-Beneficial Owner)	M.I.	First Name (Co-Beneficial Owner)
<input type="text"/>	<input type="text"/>	<input type="text"/>

IRA     
  Joint Tenancy     
  Employee     
  Individual     
  Other \_\_\_\_\_ (specify)

Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA

Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above)

Account#/Fund# (Not Necessary for Individual Filers)

Last Four Digits of Social Security Number	or	Taxpayer Identification Number
<input type="text"/>		<input type="text"/>

Telephone Number (Primary Daytime)	Telephone Number (Alternate)
<input type="text"/>	<input type="text"/>

Email Address

**MAILING INFORMATION**

Address

Address

City	State	Zip Code
<input type="text"/>	<input type="text"/>	<input type="text"/>

Foreign Province	Foreign Postal Code	Foreign Country Name/Abbreviation
<input type="text"/>	<input type="text"/>	<input type="text"/>

FOR CLAIMS PROCESSING ONLY	OB <input type="text"/>	CB <input type="text"/>	<input type="radio"/> ATP	<input type="radio"/> BE	<input type="radio"/> FL	<input type="radio"/> OP	MM / DD / YYYY	FOR CLAIMS PROCESSING ONLY
			<input type="radio"/> KE	<input type="radio"/> DR	<input type="radio"/> ME	<input type="radio"/> RE		
			<input type="radio"/> ICI	<input type="radio"/> EM	<input type="radio"/> ND	<input type="radio"/> SH		



**PART II. SCHEDULE OF TRANSACTIONS IN INTERCEPT COMMON STOCK**

**A. Number of shares of Intercept common stock held** Proof Enclosed?  
 at the close of trading on January 8, 2014:   Y  N

**B. PURCHASES OR ACQUISITIONS** of Intercept common stock (January 9, 2014 – January 10, 2014, inclusive):

PURCHASES		Total Purchase or Acquisition Price (Excluding Commissions, Taxes and Fees). Please round off to the nearest whole dollar	Proof of Purchase Enclosed?
Trade Date(s) of Shares (List Chronologically)	Number of Shares Purchased or Acquired		
M M / D D / Y Y Y Y			
1. <span style="border: 1px solid black; display: inline-block; width: 20px; height: 15px;"></span> / <span style="border: 1px solid black; display: inline-block; width: 20px; height: 15px;"></span> / <span style="border: 1px solid black; display: inline-block; width: 40px; height: 15px;"></span>	<span style="border: 1px solid black; display: inline-block; width: 60px; height: 15px;"></span>	\$ <span style="border: 1px solid black; display: inline-block; width: 60px; height: 15px;"></span> .00	<input type="radio"/> Y <input type="radio"/> N
2. <span style="border: 1px solid black; display: inline-block; width: 20px; height: 15px;"></span> / <span style="border: 1px solid black; display: inline-block; width: 20px; height: 15px;"></span> / <span style="border: 1px solid black; display: inline-block; width: 40px; height: 15px;"></span>	<span style="border: 1px solid black; display: inline-block; width: 60px; height: 15px;"></span>	\$ <span style="border: 1px solid black; display: inline-block; width: 60px; height: 15px;"></span> .00	<input type="radio"/> Y <input type="radio"/> N
3. <span style="border: 1px solid black; display: inline-block; width: 20px; height: 15px;"></span> / <span style="border: 1px solid black; display: inline-block; width: 20px; height: 15px;"></span> / <span style="border: 1px solid black; display: inline-block; width: 40px; height: 15px;"></span>	<span style="border: 1px solid black; display: inline-block; width: 60px; height: 15px;"></span>	\$ <span style="border: 1px solid black; display: inline-block; width: 60px; height: 15px;"></span> .00	<input type="radio"/> Y <input type="radio"/> N
4. <span style="border: 1px solid black; display: inline-block; width: 20px; height: 15px;"></span> / <span style="border: 1px solid black; display: inline-block; width: 20px; height: 15px;"></span> / <span style="border: 1px solid black; display: inline-block; width: 40px; height: 15px;"></span>	<span style="border: 1px solid black; display: inline-block; width: 60px; height: 15px;"></span>	\$ <span style="border: 1px solid black; display: inline-block; width: 60px; height: 15px;"></span> .00	<input type="radio"/> Y <input type="radio"/> N
5. <span style="border: 1px solid black; display: inline-block; width: 20px; height: 15px;"></span> / <span style="border: 1px solid black; display: inline-block; width: 20px; height: 15px;"></span> / <span style="border: 1px solid black; display: inline-block; width: 40px; height: 15px;"></span>	<span style="border: 1px solid black; display: inline-block; width: 60px; height: 15px;"></span>	\$ <span style="border: 1px solid black; display: inline-block; width: 60px; height: 15px;"></span> .00	<input type="radio"/> Y <input type="radio"/> N

**C. PURCHASES OR ACQUISITIONS** of Intercept common stock Total Number of Shares  
 (January 11, 2014 – May 20, 2014, inclusive): Proof Enclosed?  
  Y  N

**IMPORTANT:** (i) If any purchase listed covered a "short sale," please mark Yes:  Yes  
 (ii) If you received shares through an acquisition or merger, please identify the date, the share amount and the company acquired:  
 M M / D D / Y Y Y Y      Merger Shares:      Company:  
 /  /             \_\_\_\_\_

**D. SALES** of Intercept common stock (January 9, 2014 – May 20, 2014, inclusive):

SALES		Total Sales Price (Excluding Commissions, Taxes and Fees). Please round off to the nearest whole dollar
Trade Date(s) (List Chronologically)	Number of Shares Sold or Disposed	
M M / D D / Y Y Y Y		
1. <span style="border: 1px solid black; display: inline-block; width: 20px; height: 15px;"></span> / <span style="border: 1px solid black; display: inline-block; width: 20px; height: 15px;"></span> / <span style="border: 1px solid black; display: inline-block; width: 40px; height: 15px;"></span>	<span style="border: 1px solid black; display: inline-block; width: 60px; height: 15px;"></span>	\$ <span style="border: 1px solid black; display: inline-block; width: 60px; height: 15px;"></span> .00
2. <span style="border: 1px solid black; display: inline-block; width: 20px; height: 15px;"></span> / <span style="border: 1px solid black; display: inline-block; width: 20px; height: 15px;"></span> / <span style="border: 1px solid black; display: inline-block; width: 40px; height: 15px;"></span>	<span style="border: 1px solid black; display: inline-block; width: 60px; height: 15px;"></span>	\$ <span style="border: 1px solid black; display: inline-block; width: 60px; height: 15px;"></span> .00
3. <span style="border: 1px solid black; display: inline-block; width: 20px; height: 15px;"></span> / <span style="border: 1px solid black; display: inline-block; width: 20px; height: 15px;"></span> / <span style="border: 1px solid black; display: inline-block; width: 40px; height: 15px;"></span>	<span style="border: 1px solid black; display: inline-block; width: 60px; height: 15px;"></span>	\$ <span style="border: 1px solid black; display: inline-block; width: 60px; height: 15px;"></span> .00
4. <span style="border: 1px solid black; display: inline-block; width: 20px; height: 15px;"></span> / <span style="border: 1px solid black; display: inline-block; width: 20px; height: 15px;"></span> / <span style="border: 1px solid black; display: inline-block; width: 40px; height: 15px;"></span>	<span style="border: 1px solid black; display: inline-block; width: 60px; height: 15px;"></span>	\$ <span style="border: 1px solid black; display: inline-block; width: 60px; height: 15px;"></span> .00

**E. Number of shares of Intercept common stock held** Proof Enclosed?  
 at the close of trading on May 20, 2014:   Y  N

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS PLEASE PHOTOCOPY THIS PAGE,  
 WRITE YOUR NAME ON THE COPY AND FILL THIS CIRCLE:

IF YOU DO NOT FILL IN THIS CIRCLE THESE ADDITIONAL PAGES MAY NOT BE REVIEWED.

YOU MUST READ AND SIGN THE RELEASE ON PAGE 6. FAILURE TO SIGN THE RELEASE  
 MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.



#### IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim under the terms of the Stipulation of Settlement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Southern District of New York, with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim covering the same purchases or acquisitions of Intercept common stock during the Class Period and know of no other person having done so on my (our) behalf.

#### V. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and discharge from the Released Claims each and all of the "Released Persons," defined as each and all of the Defendants and their Related Parties. "Related Parties" means each of a Defendant's respective present and former parents, subsidiaries, divisions and affiliates and the respective present and former employees, members, partners, principals, officers, directors, attorneys, advisors, accountants, auditors, and insurers of each of them; and the predecessors, successors, estates, heirs, executors, trusts, trustees, administrators, agents, representatives, and assigns of each of them, in their capacity as such.

2. "Released Claims" means any and all claims and causes of action of every nature and description whatsoever whether known or unknown, whether arising under federal, state, common or foreign law, whether class or individual in nature, that Plaintiffs or any other Member of the Class asserted in the Consolidated Complaint for Violations of the Federal Securities Laws or could have asserted or could in the future assert in any court or forum based upon, relating to, or arising from the allegations, transactions, facts, matters or occurrences, errors, representations, actions, failures to act, or omissions that were alleged, set forth, or referred to in the Complaint and that relate in any way, directly or indirectly, to the purchase or other acquisition of Intercept common stock during the Class Period. "Released Claims" includes "Unknown Claims" as defined below.

3. "Unknown Claims" means any Released Claims which Plaintiffs or Class Members do not know or suspect to exist in his, her or its favor at the time of the release of the Released Persons which, if known by him, her or it, might have affected his, her or its settlement with and release of the Released Persons, or might have affected his, her or its decision not to object to this settlement or seek exclusion from the Class. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Plaintiffs shall expressly waive and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived the provisions, rights, and benefits of California Civil Code §1542, which provides:

**A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.**

The Plaintiffs shall expressly waive and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to California Civil Code §1542. Plaintiffs and Class Members may hereafter discover facts in addition to or different from those which he, she or it now knows or believes to be true with respect to the subject matter of the Released Claims, but Plaintiffs shall expressly settle and release and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. Plaintiffs acknowledge, and the Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the settlement of which this release is a part.

4. This release shall be of no force or effect unless and until the Court approves the Stipulation of Settlement and the Stipulation becomes effective on the Effective Date (as defined in the Stipulation).

5. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

6. I (We) hereby warrant and represent that I (we) have included the information requested about all of my (our) transactions in Intercept common stock which are the subject of this claim, which occurred during the Class Period as well as the opening and closing positions in such securities held by me (us) on the dates requested in this claim form.



I declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied on this Proof of Claim by the undersigned is true and correct.

Executed this \_\_\_\_\_ day of \_\_\_\_\_ in \_\_\_\_\_  
(Month/Year) (City/State/Country)

\_\_\_\_\_  
(Sign your name here)

\_\_\_\_\_  
(Sign your name here)

\_\_\_\_\_  
(Type or print your name here)

\_\_\_\_\_  
(Type or print your name here)

\_\_\_\_\_  
(Capacity of person(s) signing, e.g.,  
Beneficial Purchaser or Acquirer, Executor or Administrator)

\_\_\_\_\_  
(Capacity of person(s) signing, e.g.,  
Beneficial Purchaser or Acquirer, Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.  
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above release and declaration.
2. If this claim is being made on behalf of Joint Claimants, then both must sign.
3. Remember to attach copies of supporting documentation, if available.
4. **Do not send** originals of certificates.
5. Keep a copy of your claim form and all supporting documentation for your records.
6. If you desire an acknowledgment of receipt of your claim form please send it Certified Mail, Return Receipt Requested.
7. If you move, please send your new address to the address below.
8. **Do not use red pen or highlighter** on the Proof of Claim or supporting documentation.

**THIS PROOF OF CLAIM MUST BE SUBMITTED ONLINE AT [WWW.INTERCEPTSECURITIESLITIGATION.COM](http://WWW.INTERCEPTSECURITIESLITIGATION.COM) OR,  
IF MAILED, POSTMARKED NO LATER THAN OCTOBER 5, 2016,  
ADDRESSED AS FOLLOWS:**

*Intercept Securities Litigation*  
Claims Administrator  
c/o Gilardi & Co. LLC  
P.O. Box 30217  
College Station, TX 77842-3217

