

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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In re INTERCEPT PHARMACEUTICALS, INC.	:	Civil Action No. 1:14-cv-01123-NRB
SECURITIES LITIGATION	:	
	:	<u>CLASS ACTION</u>
	:	
_____	:	
This Document Relates To:	:	
	:	
ALL ACTIONS.	:	
	:	
_____	X	

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a Member of the Class based on your claims in the action entitled *In re Intercept Pharmaceuticals, Inc. Securities Litigation*, Civil Action No. 1:14-cv-01123-NRB (the "Litigation"), you must complete and, on page 6 hereof, sign this Proof of Claim and Release form ("Proof of Claim"). If you fail to submit a timely and properly addressed (as set forth in paragraph 3 below) Proof of Claim, your claim may be rejected and you may not receive any recovery from the Net Settlement Fund created in connection with the proposed settlement.

2. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the settlement of the Litigation.

3. YOU MUST MAIL OR SUBMIT ONLINE AT WWW.INTERCEPTSECURITIESLITIGATION.COM YOUR COMPLETED AND SIGNED PROOF OF CLAIM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, NO LATER THAN OCTOBER 5, 2016. IF MAILED, THE COMPLETED AND SIGNED PROOF OF CLAIM MUST BE SENT TO:

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

If you are NOT a Member of the Class, as defined in the Notice of Pendency of Class Action and Proposed Settlement ("Notice"), DO NOT submit a Proof of Claim.

4. If you are a Member of the Class and you have not timely requested exclusion in connection with the proposed settlement, you are bound by the terms of any judgment entered in the Litigation, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

II. CLAIMANT IDENTIFICATION

1. If you purchased or acquired Intercept common stock and held the certificate(s) in your name, you are the beneficial purchaser or acquirer as well as the record purchaser or acquirer. If, however, you purchased or acquired Intercept common stock and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser or acquirer and the third party is the record purchaser or acquirer.

2. Use Part I of this form entitled "Claimant Identification" to identify each purchaser or acquirer of record ("nominee"), if different from the beneficial purchaser or acquirer of the Intercept common stock that form the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OR ACQUIRER(S) OF THE INTERCEPT COMMON STOCK UPON WHICH THIS CLAIM IS BASED.

3. All joint purchasers and acquirers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer

identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

III. CLAIM FORM

1. Use Part II of this form entitled "Schedule of Transactions in Intercept Common Stock" to supply all required details of your transaction(s) in Intercept common stock. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

2. On the schedules, provide all of the requested information with respect to **all** of your purchases or acquisitions of Intercept common stock which took place during the period between January 9, 2014 and January 10, 2014, inclusive, **all** of your purchases or acquisitions which took place between January 11, 2014 and May 20, 2014, inclusive and **all** of your sales of Intercept common stock which took place between January 9, 2014 and May 20, 2014, inclusive, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to all of the shares of Intercept common stock you held at the close of trading on January 8, 2014 and May 20, 2014. Failure to report all such transactions or holdings may result in the rejection of your claim.

3. List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

4. The date of covering a "short sale" is deemed to be the date of purchase of Intercept common stock. The date of a "short sale" is deemed to be the date of sale of Intercept common stock.

5. Copies of broker confirmations or other documentation of your transactions in Intercept common stock should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All claimants **MUST** submit a manually signed paper Proof of Claim whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at 1-844-239-8902 to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.