

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
November 17, 2015**

**ORDER GRANTING CONFIDENTIAL TREATMENT
UNDER THE SECURITIES ACT OF 1933 AND
THE SECURITIES EXCHANGE ACT OF 1934**

**Intercept Pharmaceuticals, Inc.
File Nos. 333-183706 and 1-35668**

CF#32978

Intercept Pharmaceuticals, Inc. submitted an application under Rules 406 and 24b-2 requesting an extension of previous grants of confidential treatment for information it excluded from the Exhibits to Form S-1 filed on September 4, 2012, as amended; Form 8-K filed on February 22, 2013 and Form 8-K/A filed on January 2, 2014.

Based on representations by Intercept Pharmaceuticals, Inc. that this information qualifies as confidential commercial or financial information under the Freedom of Information Act, 5 U.S.C. 552(b)(4), the Division of Corporation Finance has determined not to publicly disclose it. Accordingly, excluded information from the following exhibits will not be released to the public for the time periods specified:

Exhibit	to Form	Filed on	Confidential Treatment Granted
10.11.1	S-1	September 4, 2012	through September 17, 2018
10.11.2	S-1	September 4, 2012	through September 17, 2018
10.14.1	S-1	September 4, 2012	through September 17, 2018
10.14.2	S-1	September 4, 2012	through September 17, 2018
10.16.1	S-1	September 4, 2012	through September 17, 2018
10.16.2	S-1	September 4, 2012	through September 17, 2018
10.1	8-K	February 22, 2013	through September 17, 2018
10.2	8-K	February 22, 2013	through September 17, 2018
10.3	8-K	February 22, 2013	through September 17, 2018
10.1	8-K/A	January 2, 2014	through September 17, 2018
10.2	8-K/A	January 2, 2014	through September 17, 2018
10.3	8-K/A	January 2, 2014	through September 17, 2018

For the Commission, by the Division of Corporation Finance, pursuant to delegated authority:

Brent J. Fields
Secretary