

**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**

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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:

<b>Exhibit</b>	<b>to Form</b>	<b>Filed on</b>	<b>Confidential Treatment Granted</b>
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