

NEUROCRINE BIOSCIENCES INC

Form S-8

July 29, 2015

As filed with the Securities and Exchange Commission on July 29, 2015

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**NEUROCRINE BIOSCIENCES, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**12780 El Camino Real**

**33-0525145**  
**(I.R.S. Employer**  
**Identification No.)**

**San Diego, CA 92130**

**(Address of Principal Executive Offices)**

**Neurocrine Biosciences, Inc. 2011 Equity Incentive Plan**

**Neurocrine Biosciences, Inc. Inducement Plan**

**(Full Title of the Plan)**

**Kevin C. Gorman**

**President and Chief Executive Officer**

**Neurocrine Biosciences, Inc.**

**12780 El Camino Real**

**San Diego, CA 92130**

**(Name and Address of Agent for Service)**

**(858) 617-7600**

**(Telephone Number, Including Area Code, of Agent for Service)**

*Copies to:*

**Darin M. Lippoldt**  
**Chief Legal Officer**  
**Neurocrine Biosciences, Inc.**  
**12780 El Camino Real**  
**San Diego, CA 92130**  
**(858) 617-7600**

**Jason L. Kent, Esq.**  
**Nathan J. Nouskajian, Esq.**  
**Cooley LLP**  
**4401 Eastgate Mall**  
**San Diego, CA 92121**  
**(858) 550-6000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock (par value \$0.001 per share) issuable under 2011 Equity Incentive Plan	5,000,000 shares (3)	\$49.98	\$249,900,000	\$29,038.38
Common Stock (par value \$0.001 per share) issuable under Inducement Plan	170,000 shares (4)	\$49.98	\$8,496,600	\$987.31
<b>Total:</b>	5,170,000 shares		\$258,396,600	\$30,025.69

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the *Securities Act*), this registration statement shall also cover any additional shares of the Registrant's common stock that may become issuable under the Neurocrine Biosciences, Inc. 2011 Equity Incentive Plan (the *2011 Plan*) or the Neurocrine Biosciences, Inc. Inducement Plan (the *Inducement Plan*) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) This estimate is made pursuant to Rule 457(c) and Rule 457(h)(1) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices of the Registrant's common stock on July 27, 2015, as reported on the Nasdaq Global Select Market.
- (3) Represents shares of the Registrant's common stock that were added to the 2011 Plan pursuant to a share reserve increase approved by the Registrant's stockholders on May 28, 2015.
- (4) Represents shares of the Registrant's common stock that were added to the Inducement Plan pursuant to a share reserve increase approved by the Registrant's Board of Directors on April 29, 2015.



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**INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION**
**STATEMENTS ON FORM S-8**

This Registration Statement on Form S-8 is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements on Form S-8 relating to the same benefit plans are effective. This Registration Statement on Form S-8 registers the offer and sale of (i) an additional 5,000,000 shares of the Registrant's common stock for issuance under the 2011 Plan and (ii) an additional 170,000 shares of the Registrant's common stock for issuance under the Inducement Plan. The Registrant previously registered shares of its common stock for issuance under the 2011 Plan on August 6, 2014 (File No. 333-197916), July 26, 2013 (File No. 333-190178) and July 29, 2011 (File No. 333-175889). The Registrant previously registered shares of its common stock for issuance under the Inducement Plan on November 4, 2014 (File No. 333-199837). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

**Item 8. Exhibits.**

<b>Exhibits:</b>	<b>Description</b>
3.1	Certificate of Incorporation. (1)
3.2	Certificate of Amendment to Certificate of Incorporation. (1)
3.3	Bylaws, as amended. (1)
4.1	Reference is made to Exhibits 3.1, 3.2 and 3.3.
4.2	Form of Common Stock Certificate of the Registrant. (2)
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (included in Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on the signature page hereto).
99.1	Neurocrine Biosciences, Inc. 2011 Equity Incentive Plan, as amended, Form of Stock Option Grant Notice and Option Agreement for use thereunder, and Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Agreement for use thereunder. (3)
99.2	Neurocrine Biosciences, Inc. Inducement Plan, as amended, Form of Stock Option Grant Notice and Option Agreement for use thereunder, and Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Agreement for use thereunder. (4)

- (1) Incorporated by reference to the Company's Annual Report on Form 10-K filed with the SEC on February 8, 2013 (Registration No. 333-03172).
- (2) Incorporated by reference to the Registrant's Registration Statement on Form S-1 (Registration No. 333-03172).
- (3) Incorporated by reference to the Registrant's Current Report on Form 8-K filed with the SEC on June 1, 2015.
- (4) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on July 29, 2015.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on July 29, 2015.

**NEUROCRINE BIOSCIENCES, INC.**

By: /s/ Kevin C. Gorman  
Kevin C. Gorman  
*President and Chief Executive Officer*

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**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints KEVIN C. GORMAN and TIMOTHY P. COUGHLIN, and each or either of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Kevin C. Gorman	President, Chief Executive Officer and Director	July 29, 2015
Kevin C. Gorman, Ph.D.	<i>(Principal Executive Officer)</i>	
/s/ Timothy P. Coughlin	Chief Financial Officer	July 29, 2015
Timothy P. Coughlin	<i>(Principal Financial and Accounting Officer)</i>	
/s/ William H. Rastetter	Chairman of the Board of Directors	July 29, 2015
William H. Rastetter, Ph.D.		
/s/ Gary A. Lyons	Director	July 29, 2015
Gary A. Lyons		
/s/ W. Thomas Mitchell	Director	July 29, 2015
W. Thomas Mitchell		
/s/ Joseph A. Mollica	Director	July 29, 2015
Joseph A. Mollica, Ph.D.		
/s/ Corinne H. Nevinny	Director	July 29, 2015
Corinne H. Nevinny		
/s/ Richard F. Pops	Director	July 29, 2015

Richard F. Pops

/s/ Stephen A. Sherwin

Director

July 29, 2015

Stephen A. Sherwin, M.D.



**EXHIBIT INDEX**

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