

NEUROCRINE BIOSCIENCES INC

Form S-8

July 31, 2009

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As filed with the Securities and Exchange Commission on July 31, 2009
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)

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

12780 El Camino Real
San Diego, CA 92130
(Address of Principal Executive Offices)

Neurocrine Biosciences, Inc.
2003 Incentive Stock Plan, As Amended
(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:

Margaret Valeur-Jensen, J.D., Ph.D.
Executive Vice President,
General Counsel and Secretary
Neurocrine Biosciences, Inc.
12780 El Camino Real
San Diego, CA 92130
(858) 617-7600

Jason L. Kent, Esq.
Cooley Godward Kronish 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. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
 (Do not check if a 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) | 500,000 shares (3) | \$3.23 | \$1,615,000 | \$90 |

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, or the Securities Act, this Registration Statement also registers any additional shares of the Registrant's common stock, par value \$0.001 per share, or the Common Stock, as may become issuable under any of the plans as a result of any stock split, stock dividend, recapitalization or similar event.

(2) This estimate is made pursuant to Rule 457(e) 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
Common Stock
on July 27,
2009, as
reported on the
Nasdaq Global
Select Market.

- (3) Represents
shares reserved
for issuance
under the
Neurocrine
Biosciences,
Inc. 2003
Incentive Stock
Plan, as
amended, or the
2003 Plan. Such
shares were
added to the
2003 Plan
pursuant to a
share reserve
increase
approved by the
Registrant's
stockholders in
May 2009.
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SIGNATURES

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INTRODUCTION

This Registration Statement 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 employee benefit plan are effective. We previously registered shares of our Common Stock for issuance under the 2003 Plan under Registration Statements on Form S-8 filed with the Securities and Exchange Commission, or SEC, on June 6, 2003 (File No. 333-105907), September 2, 2004 (File No. 333-118773), August 4, 2005 (File No. 333-127214), July 20, 2006 (File No. 333-135909), November 2, 2007 (File No. 333-147120) and August 1, 2008 (File No. 333-152689). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 31, 2009.

Neurocrine Biosciences, Inc.

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

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EXHIBIT INDEX

| Exhibits: | Description |
|------------------|--|
| 4.1 | Form of Common Stock Certificate (1) |
| 5.1 | Opinion of Cooley Godward Kronish LLP |
| 10.1 | Neurocrine Biosciences, Inc. 2003 Incentive Stock Plan, as amended, and form of stock option agreement and restricted stock unit agreement (2) |
| 23.1 | Consent of Cooley Godward Kronish LLP (included as Exhibit 5.1 to this filing) |
| 23.2 | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm |
| 24.1 | Power of Attorney (included on the signature page hereto) |
| (1) | Incorporated by reference to the Company's Registration Statement on Form S-1 (Registration No. 333-03172) |
| (2) | Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed on July 30, 2009 |