

NEUROCRINE BIOSCIENCES INC

Form S-8

July 21, 2006

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As filed with the Securities and Exchange Commission on July 20, 2006

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 of incorporation)

33-0525145

(I.R.S. Employer Identification
No.)

**12790 El Camino Real
San Diego, California 92130**
(Address, including zip code, of principal executive offices)

**NEUROCRINE BIOSCIENCES, INC. 2003 INCENTIVE STOCK PLAN,
AS AMENDED**
(Full title of the plan)

GARY A. LYONS
**President, Chief Executive Officer
and Director**
**12790 El Camino Real
San Diego, California 92130
(858) 617-7600**
(Name, address, and telephone number, including area code, of agent for service)

Copies to:
Scott N. Wolfe, Esq.
Latham & Watkins LLP
12636 High Bluff Drive, Suite 300
San Diego, CA 92130
(858) 523-5400

CALCULATION OF REGISTRATION FEE

Proposed Maximum	Proposed Maximum
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Title of Securities to be Registered	Amount to be Registered(1)	Offering Price Per Share	Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share(2)	1,000,000(3)	\$9.58(4)	\$9,580,000	\$1,025

(1) Pursuant to Rule 416(a), this Registration Statement shall also cover any additional shares of the Common Stock that become issuable under the Neurocrine Biosciences, Inc. 2003 Incentive Stock Plan, as amended (the 2003 Plan), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.

(2) Each share of Common Stock includes a right to purchase one one-thousandth of a share of Series A Participating preferred stock, par value \$0.001 per share.

(3)

Represents
1,000,000
additional
shares of
Common Stock
available for
issuance under
the 2003 Plan.
The board of
directors and
stockholders of
the Registrant
have approved
the increase in
the number of
shares of
Common Stock
available for
issuance under
the 2003 Plan
from 3,300,000
to 4,300,000
shares. The
offer and sale of
3,287,500
shares of
Common Stock
under the 2003
Plan, which may
previously have
been or may in
the future be
issued upon
exercise of
options under
the 2003 Plan,
were previously
registered on
Form S-8
Registration
Statement Nos.
333-105907,
333-118773 and
333-127214.
The remaining
12,500 shares of
Common Stock
reserved for
issuance under
the 2003 Plan
were granted to

individuals as
restricted stock
grants and are
not covered by
this Registration
Statement or
Form S-8
Registration
Statement Nos.
333-105907,
333-118773 or
333-127214.

- (4) This estimate is
made pursuant
to Rule 457(h)
solely for
purposes of
calculating the
registration fee,
and is based on
the average
(\$9.58) of the
high (\$9.95) and
low (\$9.21)
prices for the
Common Stock
reported by the
Nasdaq National
Market on
July 17, 2006.

**Proposed sales to take place as soon after the effective date of this Registration Statement
as awards granted under the 2003 Plan are granted, exercised and/or distributed.**

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INTRODUCTION

Neurocrine Biosciences, Inc. (the Company) has prepared this registration statement (this Registration Statement) in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended, to register 1,000,000 additional shares of the Company's common stock, par value \$0.001 per share (the Common Stock), issuable pursuant to the Neurocrine Biosciences, Inc. 2003 Incentive Stock Plan, as amended (the 2003 Plan). In accordance with Instruction E to Form S-8, the contents of the prior Registration Statement File No. 333-105907, Registration Statement File No. 333-118773 and Registration Statement File No. 333-127214 are hereby incorporated by reference.

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission (the SEC) by the Company are incorporated by reference in this Registration Statement:

- (a) The Company's Annual Report on Form 10-K for the year ended December 31, 2005, filed with the SEC on February 7, 2006;
- (b) The Company's Quarterly Report on Form 10-Q for the three months ended March 31, 2006, filed with the SEC on May 3, 2006;
- (c) The Company's Current Reports on Form 8-K filed with the SEC on January 19, 2006, January 25, 2006, February 2, 2006, February 13, 2006, March 13, 2006, May 16, 2006, June 16, 2006, June 23, 2006 and July 6, 2006; and
- (d) The description of the Common Stock contained in the Registration Statement on Form 8-A filed with the SEC on April 3, 1996.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, are incorporated by reference in this Registration Statement and are a part hereof from the date of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following is a list of exhibits filed as part of this Registration Statement, which are incorporated herein:

Exhibit No.	Document
4.1(1)	Form of Common Stock Certificate
4.2*	Neurocrine Biosciences, Inc. 2003 Incentive Stock Plan, as amended, and Form of Stock Option Agreement
5.1*	Opinion of Latham & Watkins LLP
23.1*	Consent Independent Registered Public Accounting Firm
23.2*	Consent of Latham & Watkins LLP (contained in Exhibit 5.1)
24.1*	Power of Attorney (included in the signature page of this Registration Statement)

- * Filed herewith.
 - (1) Incorporated by reference to the Company's Registration Statement on Form S-1 filed on April 3, 1996, as amended (File No. 333-03172).
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company 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 this 20th day of July 2006.

NEUROCRINE BIOSCIENCES, INC.

By: /s/ Gary A. Lyons

Gary A. Lyons
President and Chief Executive Officer
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KNOW ALL PERSONS BY THESE PRESENTS, that each such person whose signature appears below constitutes and appoints, jointly and severally, Gary A. Lyons and Paul W. Hawran his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

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

Signature	Title	Date
/s/ Gary A. Lyons Gary A. Lyons	President, Chief Executive Officer and Director (Principal Executive Officer)	July 20, 2006
/s/ Paul W. Hawran Paul W. Hawran	Executive Vice President and Chief Financial Officer (Principal Financing and Accounting Officer)	July 20, 2006
/s/ Joseph A. Mollica, Ph.D. Joseph A. Mollica, Ph.D.	Chairman of the Board of Directors	July 20, 2006
/s/ Corinne H. Lyle Corinne H. Lyle	Director	July 20, 2006
/s/ Richard F. Pops Richard F. Pops	Director	July 20, 2006
/s/ Stephen A. Sherwin, M.D. Stephen A. Sherwin, M.D.	Director	July 20, 2006
/s/ Wylie W. Vale, Ph.D. Wylie W. Vale, Ph.D.	Director	July 20, 2006
/s/ W. Thomas Mitchell W. Thomas Mitchell	Director	July 20, 2006
/s/ Adrian Adams Adrian Adams	Director	July 20, 2006

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