

INCYTE CORP
Form 3
June 13, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|---|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Baker Brothers Life Sciences LP | | | (Month/Day/Year) | INCYTE CORP [INCY] | |
| (Last) | (First) | (Middle) | 06/11/2013 | | |
| 667 MADISON AVENUE, 21ST FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| NEW YORK,Â NYÂ US 10065 | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer <input type="checkbox"/> Other | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 12,430,783 ⁽¹⁾ | D | Â |
| Common Stock | 15,000 | I | See Footnote ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--|------------------|-----------------|---------------------|----------------------------|------------------------------|---|-----------------------------|
| 4.75% Convertible Senior Note due 2015 | 09/24/2009 | 10/01/2015 | Common Stock | 14,209,343 | \$ 8.78 | D | Â |
| Non-Qualified Stock Options (right to buy) | 06/23/2004 | 06/23/2013 | Common Stock | 10,000 | \$ 4.44 | I | See Footnote ⁽³⁾ |
| Non-Qualified Stock Options (right to buy) | 06/25/2005 | 05/25/2014 | Common Stock | 10,000 | \$ 7.02 | I | See Footnote ⁽³⁾ |
| Non-Qualified Stock Options (right to buy) | 06/01/2006 | 06/01/2015 | Common Stock | 20,000 | \$ 7.68 | I | See Footnote ⁽³⁾ |
| Non-Qualified Stock Options (right to buy) | 05/23/2007 | 05/22/2016 | Common Stock | 20,000 | \$ 3.86 | I | See Footnote ⁽³⁾ |
| Non-Qualified Stock Options (right to buy) | 05/22/2008 | 05/21/2017 | Common Stock | 20,000 | \$ 7.26 | I | See Footnote ⁽³⁾ |
| Non-Qualified Stock Options (right to buy) | 05/23/2009 | 05/21/2018 | Common Stock | 20,000 | \$ 9.92 | I | See Footnote ⁽³⁾ |
| Non-Qualified Stock Options (right to buy) | 05/19/2010 | 05/18/2019 | Common Stock | 20,000 | \$ 2.8 | I | See Footnote ⁽³⁾ |
| Non-Qualified Stock Options (right to buy) | 05/18/2011 | 05/17/2020 | Common Stock | 20,000 | \$ 13.34 | I | See Footnote ⁽³⁾ |
| Non-Qualified Stock Options (right to buy) | 05/20/2012 | 05/19/2021 | Common Stock | 20,000 | \$ 18.97 | I | See Footnote ⁽³⁾ |
| Non-Qualified Stock Options (right to buy) | 05/30/2013 | 05/29/2022 | Common Stock | 20,000 | \$ 22.05 | I | See Footnote ⁽³⁾ |
| Non-Qualified Stock Options (right to buy) | 05/30/2014 | 05/29/2023 | Common Stock | 20,000 | \$ 22.74 | I | See Footnote ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Baker Brothers Life Sciences LP 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065 | Â X | Â | Â | Â |

Signatures

Baker Bros. Advisors, LLC, Mgmt. Co. and Inv. Adviser to BAKER BROTHERS LIFE SCIENCES, L.P., pursuant to authority granted by Baker 06/13/2013

Brothers Life Sciences Capital, L.P., GP
to Baker Brothers Life Sciences, L.P
Name: Scott L. Lessing, Title: President
/s/

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The shares of common stock of the Issuer reported herein are held directly by Baker Brothers Life Sciences, L.P. ("Life Sciences"), a limited partnership the sole general partner of which is Baker Brothers Life Sciences Capital, L.P., a limited partnership the sole general partner of which is Baker Brothers Life Sciences Capital (GP), LLC. Julian C. Baker and Felix J. Baker are the controlling members of Baker Brothers Life Sciences Capital (GP), LLC. Baker Bros. Advisors, LLC (the "Adviser") serves as the Investment Adviser to Life Sciences. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest. On April 12, 2012, the Adviser, Life Sciences and the general partner of Life Sciences entered into an amended and restated management agreement which gave the Adviser complete and unlimited discretion and authority with respect to Life Sciences' investments and voting power over investments. The general partner of Life Sciences relinquished all discretion and authority with respect to Life Sciences' investments and voting power over investments. Julian C. Baker and Felix J. Baker each may be deemed to control the Adviser and to indirectly beneficially own the shares beneficially owned by it. Julian C. Baker and Felix J. Baker disclaim beneficial ownership of these securities, except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that Felix J. Baker or Julian C. Baker is the beneficial owner of the above referenced securities for purposes of Section 16 or for any other purpose. The shares reported herein have been previously reported by Felix J. Baker, Julian C. Baker and the Adviser in their own Section 16 reports. In the future, Life Sciences may jointly file Section 16 reports with Julian C. Baker, Felix J. Baker and the Adviser.

(2) These shares of common stock were received upon exercise of stock options that were issued to Julian C. Baker in his capacity as director of the Issuer. Julian C. Baker serves on the Issuer's Board of Directors (the "Board") as a representative of Life Sciences. Julian C. Baker, pursuant to the policies of the Adviser, did not have any right to the pecuniary interest in the stock options issued for his service on the Board or the shares of common stock received upon exercise of such stock options. 14159, with 667, L.P. and Baker Brothers Life Sciences, L.P. (collectively, the "Funds") owns an indirect proportionate pecuniary interest in the shares of common stock received upon exercise of the stock options issued in connection with Julian C. Baker's service on the Board less the cost to Julian C. Baker of exercising those options. Solely as a result of their ownership interest in the general partners of the general partners of the Funds, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the shares issued upon exercise of the stock options (i.e. no direct pecuniary interest). The shares of common stock issued upon exercise of the stock options reported herein have been previously reported by Julian C. Baker.

(3) These stock options were issued to Julian C. Baker in his capacity as director of the Issuer. Julian C. Baker serves on the Issuer's Board of Directors (the "Board") as a representative of Life Sciences. Julian C. Baker, pursuant to the policies of the Adviser, did not have any right to the pecuniary interest in the stock options issued for his service on the Board. Life Sciences, with 667, L.P. and 14159, L.P., owns an indirect proportionate pecuniary interest in the options issued in connection with Julian C. Baker's service on the Board. Solely as a result of their ownership interest in the general partners of the general partners of the Funds, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the options issued to Julian C. Baker (i.e. no direct pecuniary interest). The stock options reported herein have been previously reported by Julian C. Baker.

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Remarks:

Julian C. Baker is a director of Incyte Corporation (the "Issuer"). For purposes of Section 16 of

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.