

NEUROCRINE BIOSCIENCES INC

Form S-8

August 01, 2008

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As filed with the Securities and Exchange Commission on July 31, 2008

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

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) | \$ 4.89 | \$ 2,445,000 | \$97 |

(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 25, 2008, 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 2008.
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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) and November 2, 2007 (File No. 333-147120). 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, 2008.

Neurocrine Biosciences, Inc.

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

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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, 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 Kevin C. Gorman | President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i> | July 31, 2008 |
| /s/ Timothy P. Coughlin Timothy P. Coughlin | Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i> | July 31, 2008 |
| /s/ Joseph A. Mollica, Ph.D. Joseph A. Mollica, Ph.D. | Chairman of the Board of Directors | July 31, 2008 |
| /s/ Corinne H. Lyle Corinne H. Lyle | Director | July 31, 2008 |
| /s/ Gary A. Lyons Gary A. Lyons | Director | July 31, 2008 |
| /s/ Richard F. Pops Richard F. Pops | Director | July 31, 2008 |
| /s/ Stephen A. Sherwin, M.D. Stephen A. Sherwin, M.D. | Director | July 31, 2008 |
| /s/ Wylie W. Vale, Ph.D. Wylie W. Vale, Ph.D. | Director | July 31, 2008 |
| /s/ W. Thomas Mitchell | Director | July 31, 2008 |

W. Thomas Mitchell

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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 31, 2008 |