

NEUROCRINE BIOSCIENCES INC
Form 4
January 21, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Grigoriadis Dimitri E.

2. Issuer Name and Ticker or Trading Symbol
NEUROCRINE BIOSCIENCES INC [NBIX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12780 EL CAMINO REAL

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/16/2014

____ Director
 Officer (give title below) _____ Other (specify below)
CHIEF RESEARCH OFFICER

SAN DIEGO, CA 92130

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| COMMON STOCK | 01/17/2014 | | M | | 20,000 | A | \$ 2.59 |
| COMMON STOCK | 01/17/2014 | | M | | 5,000 | A | \$ 5.12 |
| COMMON STOCK | 01/17/2014 | | S ⁽²⁾ | | 25,000 | D | \$ 20 |

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

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number.

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| STOCK OPTION ⁽³⁾ | \$ 19.59 | 01/16/2014 | | A | 75,000 | 02/16/2014 01/16/2024 | COMMON STOCK |
| RESTRICTED STOCK UNIT | ⁽⁴⁾ | 01/16/2014 | | A | 13,000 | ⁽⁵⁾ ⁽⁵⁾ | COMMON STOCK |
| RESTRICTED STOCK UNIT | ⁽⁴⁾ | 01/16/2014 | | A | 75,000 | ⁽⁶⁾ 01/16/2019 | COMMON STOCK |
| INCENTIVE STOCK OPTION | \$ 5.12 | 01/17/2014 | | M ⁽¹⁾ | 5,000 | 02/27/2009 02/27/2015 | COMMON STOCK |
| INCENTIVE STOCK OPTION | \$ 2.59 | 01/17/2014 | | M ⁽¹⁾ | 20,000 | 06/11/2010 05/11/2017 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Grigoriadis Dimitri E. 12780 EL CAMINO REAL SAN DIEGO, CA 92130 | | | CHIEF RESEARCH OFFICER | |

Signatures

/s/ Margaret E. Valeur-Jensen, By Power of Attorney

01/21/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) Exercise of in-the-money derivative security

(2) The disposition reported in this Form 4 was effected by a broker pursuant to instruction set forth in a Rule 10b5-1 trading plan adopted by the Reporting Person at least 90 days prior to the transaction date in Box 3 above. Additionally, Issuer policy restricts the reporting person

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from amending, canceling, suspending or otherwise modifying any 10b5-1 trading plan subsequent to adoption of such plan.

- (3) Represents option of which 1/48th of the shares underlying the option becomes vested and exercisable on February 16, 2014, an additional 1/48th of the shares underlying the option becomes vested and exercisable each month thereafter.
- (4) Each restricted stock unit represents a contingent right to receive one share of Neurocrine Common Stock.
- (5) The restricted stock units will vest annually at 1/4 of the units vesting on January 16, 2015, January 16, 2016, January 16, 2017, and January 16, 2018

- (6) 50,000 of these restricted stock units will vest upon the Company achieving the primary endpoint in a U.S. Food and Drug Administration ("FDA") approved Phase 3 study, while the remaining 25,000 restricted stock units will vest upon the Company obtaining FDA approval of a New Drug Application. The vesting provisions of these RSU are exclusive of the elagolix program.

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

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