

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Lippoldt Darin</u>			2. Issuer Name and Ticker or Trading Symbol <u>NEUROCRINE BIOSCIENCES INC [ NBIX ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Legal Officer</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/05/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
<u>12780 EL CAMINO REAL</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
<u>SAN DIEGO</u>	<u>CA</u>	<u>92130</u>							

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/05/2021		S <sup>(1)</sup>		605	D	\$114.0539 <sup>(2)</sup>	30,627	D	
Common Stock	02/08/2021		S <sup>(3)</sup>		687	D	\$116.6898 <sup>(4)</sup>	31,914	D	
Common Stock	02/08/2021		S <sup>(5)</sup>		1,198	D	\$116.7436 <sup>(6)</sup>	32,991	D	
Common Stock	02/08/2021		S <sup>(7)</sup>		1,522	D	\$116.7211 <sup>(8)</sup>	34,361	D	
Common Stock	02/09/2021		M		30,000	A	\$35.99	64,361	D	
Common Stock	02/09/2021		S <sup>(9)</sup>		30,000	D	\$116.1602 <sup>(10)</sup>	34,361	D	
Common Stock	02/09/2021		M		186	A	\$35.99	34,547	D	
Common Stock	02/09/2021		S <sup>(9)</sup>		186	D	\$117.55	34,361	D	
Common Stock	02/09/2021		M		6,008	A	\$35.99	40,369	D	
Common Stock	02/09/2021		S <sup>(9)</sup>		6,008	D	\$116.2051 <sup>(11)</sup>	34,361	D	

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 Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option	\$117.63	02/08/2021		A		41,444		(12)	02/08/2031	Common Stock	41,444	\$0.00	41,444	D	
Restricted Stock Unit	(13)	02/08/2021		A		6,908		(14)	(14)	Common Stock	6,908	\$0.00	6,908	D	
Non-Qualified Stock Option	\$35.99	02/09/2021		M			36,194	(15)	02/05/2026	Common Stock	36,194	\$35.99	0	D	

Explanation of Responses:

- Sale of 605 shares of common stock issued upon vesting of 1,150 restricted stock units on February 5, 2021 to cover payroll and withholding taxes, with the balance of the shares (545) maintained by the Reporting Person; the disposition reported in this Form 4 was effected by a broker pursuant to instructions set forth in a Rule 10b5-1 trading plan adopted by the Reporting Person at least 60 days prior to the transaction date in Box 3 above. Additionally, Issuer policy restricts the Reporting Person from amending or otherwise modifying any 10b5-1 trading plan subsequent to adoption of the plan.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$111.75 to \$116.49. The Reporting Person has provided to the issuer, and will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- Sale of 687 shares of common stock issued upon vesting of 1,974 restricted stock units on February 8, 2021 to cover payroll and withholding taxes, with the balance of the shares (1,287) maintained by the Reporting Person. The disposition reported in this Form 4 was effected by a broker pursuant to instructions set forth in a Rule 10b5-1 trading plan adopted by the Reporting Person at least 60 days prior to the transaction date in Box 3 above. Additionally, Issuer policy restricts the Reporting Person from amending or otherwise modifying any 10b5-1 trading plan subsequent to adoption of the plan.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$115.90 to \$117.20. The Reporting Person has provided to the issuer, and will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- Sale of 1,198 shares of common stock issued upon vesting of 2,275 restricted stock units on February 8, 2021 to cover payroll and withholding taxes, with the balance of the shares (1,077) maintained by the Reporting Person; the disposition reported in this Form 4 was effected by a broker pursuant to instructions set forth in a Rule 10b5-1 trading plan adopted by the Reporting Person at least 60 days prior to the transaction date in Box 3 above. Additionally, Issuer policy restricts the Reporting Person from amending or otherwise modifying any 10b5-1 trading plan subsequent to adoption of the plan.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$116.01 to \$117.20. The Reporting Person has provided to the issuer, and will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- Sale of 1,522 shares of common stock issued upon vesting of 2,892 restricted stock units on February 8, 2021 to cover payroll and withholding taxes, with the balance of the shares (1,370) maintained by the Reporting Person; the disposition reported in this Form 4 was effected by a broker pursuant to instructions set forth in a Rule 10b5-1 trading plan adopted by the Reporting Person at least 60 days prior to the transaction date in Box 3 above. Additionally, Issuer policy restricts the Reporting Person from amending or otherwise modifying any 10b5-1 trading plan subsequent to adoption of the plan.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$115.95 to \$117.70. The Reporting Person has provided to the issuer, and will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- The disposition reported in this Form 4 was effected by a broker pursuant to instructions set forth in a Rule 10b5-1 trading plan adopted by the Reporting Person at least 60 days prior to the transaction date in Box 3 above. Additionally, Issuer policy restricts the Reporting Person from amending or otherwise modifying any 10b5-1 trading plan subsequent to adoption of the plan.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$115.31 to \$117.22. The Reporting Person has provided to the issuer, and will provide

to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

11. Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$115.35 to \$117.25. The Reporting Person has provided to the issuer, and will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

12. Represents option of which 1/48th of the shares underlying the option becomes vested and exercisable on March 8, 2021 and an additional 1/48th of the shares underlying the option becomes vested and exercisable each month thereafter.

13. Each Restricted Stock Unit represents a contingent right to receive one share of the Issuer Common Stock.

14. The Restricted Stock Units will vest annually at 1/4 of the units vesting on each of February 8, 2022, February 8, 2023, February 8, 2024, and February 8, 2025.

15. Option granted February 05, 2016 and vested monthly over four years.

**Remarks:**

[Darin Lippoldt](#)

[02/09/2021](#)

\*\* Signature of Reporting Person

Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**