SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

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

OMB APPROVAL

	•••••••••••••••			
ATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	3235-0287		
	Estimated average bur	rden		
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934	hours per response:	0.5		
1 lieu pursualit to Section 10(a) of the Sectimies Exchange Act of 1934				

Instruction 1(b)			Filed pursuant to Section 16(a) of the Securities Exchange Act of 193 or Section 30(h) of the Investment Company Act of 1940	34				
1. Name and Addr BENEVICH	ERIC		2. Issuer Name and Ticker or Trading Symbol <u>NEUROCRINE BIOSCIENCES INC</u> NBIX 3. Date of Earliest Transaction (Month/Day/Year)		ationship of Reporting Po k all applicable) Director Officer (give title below)	erson(s) to Issuer 10% Owner Other (specify below)		
(Last) 12780 EL CAN	(First) (Middle)		08/21/2023		Chief Commerc	ial Officer		
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) SAN DIEGO	CA	92130	_	X	Form filed by One Re Form filed by More th Person			
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication					
			X Check this box to indicate that a transaction was made pursual satisfy the affirmative defense conditions of Rule 10b5-1(c). Set	nt to a cont e Instructio	ract, instruction or written p on 10.	olan that is intended to		

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. Transa Code (8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	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		Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	08/21/2023		S ⁽¹⁾⁽²⁾		1,600	D	\$107.3975 ⁽³⁾	36,436	D	

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

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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. Transa Code (8)		n of i		6. Date Exerc Expiration Da (Month/Day/Y	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	Amount or Number of Shares				

Explanation of Responses:

1. Sale of 1,600 shares of common stock issued upon vesting of 3,038 performance restricted stock units on August 21, 2023 to cover payroll and withholding taxes, with the balance of the shares (1,438) 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 on March 15, 2023. Additionally, Issuer policy restricts the Reporting Person from amending or otherwise modifying any 10b5-1 trading plan subsequent to adoption of the plan.

2. The Reporting Person was previously granted performance restricted stock units that vest upon the achievement of certain milestones that occurred on August 21, 2023.

3. Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$106.99 to \$108.42. 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.

Remarks:

/s/ Darin Lippoldt, Attorney-

in-Fact

08/23/2023

** 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.