| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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| | ess of Reporting Per | rson [*] | 2. Issuer Name and Ticker or Trading Symbol NEUROCRINE BIOSCIENCES INC [NBIX | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|-----------------|----------------------|-------------------|--|---|----------------------------|-----------------------|--|--|
| BENEVICH | ERIC | | | | Director | 10% Owner | | |
| | | | _] | x | Officer (give title below) | Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | Chief Commerci | al Officer | | |
| 12780 EL CAN | IINO REAL | | 11/30/2022 | | Chief Commerci | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv | idual or Joint/Group Filin | g (Check Applicable | | |
| (Street) | | | | Line) | | | | |
| SAN DIEGO | CA | 92130 | | X | Form filed by One Rep | oorting Person | | |
| , | | | _ | | Form filed by More that | in One Reporting | | |
| (City) | (State) | (Zip) | | | Person | | | |

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 Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1150.4) | |
| Common Stock | 11/30/2022 | | М | | 22,162 | Α | \$41.78 | 37,805 | D | | |
| Common Stock | 11/30/2022 | | S ⁽¹⁾ | | 22,162 | D | \$125.9017 ⁽²⁾ | 15,643 | D | | |
| Common Stock | 11/30/2022 | | М | | 7,775 | A | \$35.99 | 23,418 | D | | |
| Common Stock | 11/30/2022 | | S ⁽¹⁾ | | 7,775 | D | \$125.9017 ⁽²⁾ | 15,643 | D | | |
| Common Stock | 11/30/2022 | | М | | 20,063 | A | \$43.24 | 35,706 | D | | |
| Common Stock | 11/30/2022 | | S ⁽¹⁾ | | 20,063 | D | \$125.9017(2) | 15,643 | D | | |

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

| | (e.g., puis, cais, 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. Transa Code (8) | | of E | | 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 | Amount or Number of Shares | | | | |
| Non- Qualified Stock Option | \$41.78 | 11/30/2022 | | М | | | 22,162 | (3) | 06/01/2025 | Common Stock | 22,162 | \$41.78 | 0 | D | |
| Non- Qualified Stock Option | \$35.99 | 11/30/2022 | | М | | | 7,775 | (4) | 02/05/2026 | Common Stock | 7,775 | \$35.99 | 0 | D | |
| Non- Qualified Stock Option | \$43.24 | 11/30/2022 | | М | | | 20,063 | (5) | 02/06/2027 | Common Stock | 20,063 | \$43.24 | 53,543 | D | |

Explanation of Responses:

1. 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.

2. Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$125.00 to \$126.59. 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.

3. Option granted June 1, 2015 and vested at 25% upon first anniversary (June 1, 2016) and remaining 75% vested in 36 equal monthly installments beginning July 1, 2016.

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

5. Option granted February 06, 2017 and vested monthly over four years.

Remarks:

<u>/s/ Darin Lippoldt, Attorney-in-</u> <u>Fact</u> <u>12/01/2022</u>

** 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.