

**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. 2011 Equity Incentive Plan
Neurocrine Biosciences, Inc. 2018 Employee Stock Purchase Plan**
(Full Title of the Plan)

Kevin C. Gorman
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)

Copy to:

Darin M. Lippoldt
Chief Legal Officer
Neurocrine Biosciences, Inc.
12780 El Camino Real
San Diego, CA 92130
(858) 617-7600

Jason L. Kent, Esq.
Nathan J. Nouskajian, Esq.
Cooley 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, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee

Common Stock (par value \$0.001 per share) issuable under 2011 Equity Incentive Plan	2,000,000 shares (3)	\$115.06 (2)	\$230,120,000 (2)	\$28,649.94
Common Stock (par value \$0.001 per share) issuable under 2018 Employee Stock Purchase Plan	300,000 shares (4)	\$115.06 (2)	\$34,518,000 (2)	\$4,297.49
Total:	2,300,000 shares	N/A	\$264,638,000	\$32,947.43

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "**Securities Act**"), this registration statement shall also cover any additional shares of the Registrant's common stock that may become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) This estimate is made pursuant to Rule 457(c) 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 the average of the high and low prices of the Registrant's common stock on August 20, 2018, as reported on the Nasdaq Global Select Market.
- (3) Represents shares of the Registrant's common stock that were added to the Neurocrine Biosciences, Inc. 2011 Equity Incentive Plan pursuant to a share reserve increase approved by the Registrant's stockholders on May 24, 2018.
- (4) Represents shares of the Registrant's common stock reserved for issuance pursuant to the Neurocrine Biosciences, Inc. 2018 Employee Stock Purchase Plan approved by the Registrant's stockholders on May 24, 2018.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION.

Not required to be filed with this Registration Statement.

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.

Not required to be filed with this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents previously filed by the Registrant with the Securities and Exchange Commission are incorporated by reference into this Registration Statement:

1. The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Securities and Exchange Commission on February 13, 2018;
2. The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2018, filed with the Securities and Exchange Commission on April 30, 2018;
3. The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2018, filed with the Securities and Exchange Commission on July 31, 2018;
4. The Registrant's Current Reports on Form 8-K (excluding any information and exhibits furnished under either Item 2.02 or Item 7.01 thereof), filed with the Securities and Exchange Commission on January 8, 2018, February 9, 2018, February 14, 2018 and May 30, 2018, and July 24, 2018;
5. The information specifically incorporated by reference into the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017 from the Registrant's Definitive Proxy Statement on Schedule 14A (other than information furnished rather than filed), filed with the Securities and Exchange Commission on April 4, 2018; and
6. The description of the Registrant's common stock set forth in the registration statement on Form 8-A, filed with the Securities and Exchange Commission on April 3, 1996, including any amendments or reports filed for the purposes of updating this description.

All documents, reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents, reports and definitive proxy or information statements, or portions thereof, which are furnished and not filed in accordance with the rules of the Securities and Exchange Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes that statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporation Law (DGCL) generally allows the Registrant to indemnify directors and officers for all expenses, judgments, fines and amounts in settlement actually paid and reasonably incurred in connection with any proceedings so long as such party acted in good faith and in a manner reasonably believed to be in or not opposed to the Registrant's best interests and, with respect to any criminal proceedings, if such party had no reasonable cause to believe his or her conduct to be unlawful. Indemnification may only be made by the Registrant if the applicable standard of conduct set forth in Section 145 has been met by the indemnified party upon a determination made (i) by the Registrant's board of directors by a majority vote of the directors who are not parties to such proceedings, even though less than a quorum, (ii) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion or (iii) by the stockholders.

The Registrant's bylaws, as amended, provide for indemnification of its directors and officers to the fullest extent permitted by law.

Section 102(b)(7) of the DGCL provides that a certificate of incorporation may include a provision which eliminates or limits the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, relating to prohibited dividends or distributions or the repurchase or redemption of stock or (iv) for any transaction from which the director derives an improper personal benefit. The Registrant's certificate of incorporation, as amended, includes such a provision. As a result of this provision, the Registrant and its stockholders may be unable to obtain monetary damages from a director for breach of his or her duty of care.

Insofar as indemnification for liabilities under the Securities Act may be permitted to the Registrant's directors, officers or controlling persons pursuant to the foregoing provisions, the Registrant have been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in such Act and is therefore unenforceable.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

<u>Exhibits:</u>	<u>Description</u>
3.1	Certificate of Incorporation, as amended. (1)
3.2	Bylaws, as amended. (1)
4.1	Reference is made to Exhibits 3.1 and 3.2 .
4.2	Form of Common Stock Certificate of the Registrant. (2)(P)
4.3	Indenture, dated as of May 2, 2017, by and between the Company and U.S. Bank National Association, as Trustee. (3)
4.4	Form of Note representing the Company's 2.25% Convertible Notes due 2024. (3)
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (included in Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on the signature page hereto).
99.1	Neurocrine Biosciences, Inc. 2011 Equity Incentive Plan, as amended. (4)
99.2	Form of Stock Option Grant Notice and Option Agreement for use under the Neurocrine Biosciences, Inc. 2011 Equity Incentive Plan, and Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Agreement for use under the Neurocrine Biosciences, Inc. 2011 Equity Incentive Plan. (5)
99.3	Neurocrine Biosciences, Inc. 2018 Employee Stock Purchase Plan. (4)

(P) Paper exhibit

(1) Incorporated by reference to the Registrant's Annual Report on Form 10-K filed with the SEC on February 13, 2018.

(2) Incorporated by reference to the Registrant's Registration Statement on Form S-1 (Registration No. 333-03172).

(3) Incorporated by reference to Exhibits 4.1 and 99.1 of the Registrant's Current Report on Form 8-K dated May 2, 2017.

(4) Incorporated by reference to the Registrant's Current Report on Form 8-K filed with the SEC on May 30, 2018.

(5) Incorporated by reference to the Registrant's Current Report on Form 8-K filed with the SEC on June 1, 2015.

ITEM 9. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement; and

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 August 21, 2018.

NEUROCRINE BIOSCIENCES, INC.

By: /s/ Kevin C. Gorman

Kevin C. Gorman

Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints KEVIN C. GORMAN and DARIN LIPPOLDT, 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, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kevin C. Gorman</u> Kevin C. Gorman, Ph.D.	Chief Executive Officer and Director (Principal Executive Officer)	August 21, 2018
<u>/s/ Matthew C. Abernethy</u> Matthew C. Abernethy	Chief Financial Officer (Principal Financial and Accounting Officer)	August 21, 2018
<u>/s/ William H. Rastetter</u> William H. Rastetter, Ph.D.	Chairman of the Board of Directors	August 21, 2018
<u>/s/ Gary A. Lyons</u> Gary A. Lyons	Director	August 21, 2018
<u>/s/ George J. Morrow</u> George J. Morrow	Director	August 21, 2018
<u>/s/ Corinne H. Nevinny</u> Corinne H. Nevinny	Director	August 21, 2018
<u>/s/ Richard F. Pops</u> Richard F. Pops	Director	August 21, 2018
<u>/s/ Alfred W. Sandrock</u> Alfred W. Sandrock, Jr., M.D., Ph.D.	Director	August 21, 2018
<u>/s/ Stephen A. Sherwin</u> Stephen A. Sherwin, M.D.	Director	August 21, 2018

Jason L. Kent
T: +1 858 550 6044
jkent@cooley.com

August 22, 2018

Neurocrine Biosciences, Inc.
12780 El Camino Real
San Diego, CA 92130

Ladies and Gentlemen:

You have requested our opinion, as counsel to Neurocrine Biosciences, Inc., a Delaware corporation (the "**Company**"), with respect to certain matters in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission, covering the offering of up to 2,300,000 shares of the Company's Common Stock, \$0.001 par value, including (i) 2,000,000 shares (the "**EIP Shares**") reserved for issuance pursuant to the Company's 2011 Equity Incentive Plan (the "**EIP**"), and (ii) 300,000 shares (the "**ESPP Shares**") reserved for issuance pursuant to the Company's 2018 Employee Stock Purchase Plan (the "**ESPP**," and collectively with the EIP, the "**Plans**").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectuses, the Company's Certificate of Incorporation and Bylaws, each as amended, the Plans, and such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies thereof.

Our opinion is expressed only with respect to the federal laws of the United States of America and the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction other than those identified above are applicable to the subject matter hereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the EIP Shares, when sold and issued in accordance with the EIP, and the ESPP Shares, when sold and issued in accordance with the ESPP, and in each case when sold and issued in accordance with the Registration Statement and the related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Jason L. Kent
Jason L. Kent

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Neurocrine Biosciences, Inc. 2011 Equity Incentive Plan and the Neurocrine Biosciences, Inc. 2018 Employee Stock Purchase Plan of our reports dated February 13, 2018, with respect to the consolidated financial statements of Neurocrine Biosciences, Inc. and the effectiveness of internal control over financial reporting of Neurocrine Biosciences, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California

August 20, 2018