

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

**FORM 8-K**

**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): May 24, 2024**



**NEUROCRINE BIOSCIENCES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-22705**  
(Commission  
File Number)

**33-0525145**  
(IRS Employer  
Identification No.)

**6027 Edgewood Bend Court**  
**San Diego, CA**  
(Address of principal executive offices)

**92130**  
(Zip Code)

**(858) 617-7600**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.001 par value	NBIX	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Retirement of Kevin C. Gorman, Ph.D. as President and Chief Executive Officer*

On May 28, 2024, Neurocrine Biosciences, Inc. (“Neurocrine”) announced that Kevin C. Gorman, Ph.D. will retire as Neurocrine’s President and Chief Executive Officer effective as of October 11, 2024 (the “Transition Date”). Dr. Gorman will continue to serve as a member of Neurocrine’s board of directors (the “Board”). Dr. Gorman notified Neurocrine of his planned retirement on May 24, 2024.

*Appointment of Kyle Gano, Ph.D. as President and Chief Executive Officer*

On May 28, 2024, Neurocrine announced the appointment of Kyle Gano, Ph.D., age 51, to serve as Neurocrine’s President and Chief Executive Officer, effective as of the Transition Date. In addition, effective as of the Transition Date, Dr. Gano has been appointed to the Board as a Class II director to serve until Neurocrine’s 2025 annual meeting of stockholders.

Dr. Gano was appointed Neurocrine’s Chief Business Development Officer in 2011, and Chief Business Development and Strategy Officer in 2020, and is responsible for all of Neurocrine’s business and corporate development activities, including the management of ongoing collaborations with AbbVie, Mitsubishi Tanabe Pharma, Sentia Medical Sciences, Jnana Therapeutics, Voyager Therapeutics, Xenon Pharmaceuticals, Idorsia, Takeda Pharmaceutical Company Limited, and Sosei Heptares. From 2001 to 2011, Dr. Gano held several positions of increasing responsibility at Neurocrine spanning marketing analytics to business development. Dr. Gano received his B.S. in Chemistry from the University of Oregon, B.S. in Biochemistry from the University of Washington, and his Ph.D. in Organic Chemistry and M.B.A. in Finance from the University of California, Los Angeles.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective as of the Transition Date, the Board amended Section 3.2 of Neurocrine’s Bylaws, as amended and restated (the “Bylaws”), to increase the authorized size of the Board shall from ten to eleven members. The vacancy created by the amendment to the Bylaws will be filled by the appointment of Dr. Gano as described in Item 5.02 above. A copy of the amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

<u>Exhibit</u>	<u>Description</u>
3.1	<a href="#">Certificate of Amendment of Bylaws</a>
104	Cover Page Interactive Data File

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 28, 2024

**NEUROCRINE BIOSCIENCES, INC.**

/s/ Darin M. Lippoldt

Darin M. Lippoldt

Chief Legal Officer

**BYLAW AMENDMENT****3.2 NUMBER OF DIRECTORS**

The board of directors shall consist of eleven (11) members. The number of directors may be changed by an amendment to this bylaw, duly adopted by the board of directors or by the stockholders, or by a duly adopted amendment to the certificate of incorporation. The directors shall be divided into three classes, with the term of office of the first class (Class I Directors), which class shall initially consist of four (4) directors, to expire at the 2027 annual meeting of stockholders; the term of office of the second class (Class II Directors), which class shall initially consist of four (4) directors, to expire at the 2025 annual meeting of stockholders; the term of office of the third class (Class III Directors), which class shall initially consist of three (3) directors, to expire at the 2026 annual meeting of stockholders; and thereafter for each such term to expire at each third succeeding annual meeting of stockholders held after such election.