

**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
(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)

Copies 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.
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 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 (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock (par value \$0.001 per share) issuable under 2011 Equity Incentive Plan	2,000,000 shares (3)	\$101.69	\$203,380,000	\$26,398.72

- (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 under the Neurocrine Biosciences, Inc. 2011 Equity Incentive Plan (the “**2011 Plan**”) 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 upon the average of the high and low prices of the Registrant’s common stock on November 1, 2019, as reported on the Nasdaq Global Select Market.
- (3) Represents shares of the Registrant’s common stock that were added to the 2011 Plan pursuant to a share reserve increase on May 22, 2019.

**INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION
STATEMENTS ON FORM S-8**

This Registration Statement on Form S-8 is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements on Form S-8 relating to the same benefit plan are effective. This Registration Statement on Form S-8 registers the offer and sale of an additional 2,000,000 shares of the Registrant's common stock for issuance under the 2011 Plan. The Registrant previously registered shares of its common stock for issuance under the 2011 Plan on [August 22, 2018](#) (File No. 333-226971), [February 14, 2018](#) (File No. 333-223020), [August 3, 2016](#) (File No. 333-212871), [July 29, 2015](#) (File No. 333-205933), [August 6, 2014](#) (File No. 333-197916), [July 26, 2013](#) (File No. 333-190178) and [July 29, 2011](#) (File No. 333-175889). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

Item 8.Exhibits.

Exhibits:	Description
3.1	Certificate of Incorporation, as amended (1)
3.2	Bylaws, as amended (2)
4.1	Reference is made to Exhibits 3.1 and 3.2
4.2	Form of Common Stock Certificate (3)
4.3	Indenture, dated as of May 2, 2017, by and between the Company and U.S. Bank National Association, as Trustee (4)
4.4	Form of Note representing the Company's 2.25% Convertible Notes due 2024 (5)
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 (6)
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 (7)

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- (1) Incorporated by reference to Exhibit 3.1 of the Registrant's Quarterly Report on Form 10-Q dated November 5, 2018.
 - (2) Incorporated by reference to Exhibit 3.2 of the Registrant's Quarterly Report on Form 10-Q dated November 5, 2018.
 - (3) Incorporated by reference to the Registrant's Registration Statement on Form S-1 (Registration No. 333-03172)
 - (4) Incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K dated May 2, 2017.
 - (5) Incorporated by reference to Exhibit 99.1 of the Registrant's Current Report on Form 8-K dated May 2, 2017.
 - (6) Incorporated by reference to the Registrant's Current Report on Form 8-K filed with the SEC on May 23, 2019.
 - (7) Incorporated by reference to Exhibit 99.1 of the Registrant's Current Report on Form 8-K filed on June 1, 2015.

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 November 4, 2019.

NEUROCRINE BIOSCIENCES, INC.

By: /s/ Kevin C. Gorman
Kevin C. Gorman, Ph.D.
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 M. 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.

Signature	Title	Date
<u>/s/ Kevin C. Gorman</u> Kevin C. Gorman, Ph.D.	Chief Executive Officer and Director (Principal Executive Officer)	November 4, 2019
<u>/s/ Matthew C. Abernethy</u> Matthew C. Abernethy	Chief Financial Officer (Principal Financial and Accounting Officer)	November 4, 2019
<u>/s/ William H. Rastetter</u> William H. Rastetter, Ph.D.	Chairman of the Board of Directors	November 4, 2019
<u>/s/ Gary A. Lyons</u> Gary A. Lyons	Director	November 4, 2019
<u>/s/ George J. Morrow</u> George J. Morrow	Director	November 4, 2019
<u>/s/ Leslie V. Norwalk</u> Leslie V. Norwalk	Director	November 4, 2019
<u>/s/ Richard F. Pops</u> Richard F. Pops	Director	November 4, 2019
<u>/s/ Alfred W. Sandrock, Jr.</u> Alfred W. Sandrock, Jr., M.D., Ph.D.	Director	November 4, 2019
<u>/s/ Stephen A. Sherwin</u> Stephen A. Sherwin, M.D.	Director	November 4, 2019

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 of our reports dated February 7, 2019, 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, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California
November 4, 2019

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

November 4, 2019

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 2,000,000 shares (the "**Shares**") of the Company's Common Stock, \$0.001 par value, pursuant to the Company's 2011 Equity Incentive Plan (the "**EIP**").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectus, the EIP, the Company's Certificate of Incorporation and Bylaws, as currently in effect, 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. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters.

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 to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the EIP and the Registration Statement and the related prospectus, 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