

**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): November 18, 2020

**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.)

**12780 El Camino Real,  
San Diego, California**  
(Address of Principal Executive Offices)

**92130**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (858) 617-7600**

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

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 (see General Instructions A.2. below):

- 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))

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 8.01. Other Events.***Convertible Notes Repurchase*

On November 18, 2020, Neurocrine Biosciences, Inc. (the “Company”) entered into separate, privately negotiated transactions (the “Agreements”) with certain holders of its existing 2.25% Convertible Senior Notes due 2024 (the “2024 Notes”) to repurchase approximately \$83 million aggregate principal amount of the 2024 Notes for an aggregate repurchase price of an amount of cash estimated to be the sum of (i) approximately \$110 million based on the Company’s November 18, 2020 closing stock price of \$86.91 per share, (ii) an amount based in part on the daily volume-weighted average prices per share of the Company’s common stock during a five-trading day pricing period following execution of the Agreements and (iii) accrued and unpaid interest. The 2024 Notes repurchases are expected to close on December 2, 2020, subject to customary closing conditions. Such repurchases of the 2024 Notes could affect the market price of the Company’s common stock.

On November 19, 2020, the Company issued a press release announcing the repurchase of the 2024 Notes, a copy of which is attached as Exhibit 99.1 hereto.

**Forward-Looking Statements**

In addition to historical facts, this Current Report on Form 8-K contains forward-looking statements that involve a number of risks and uncertainties. These statements include, but are not limited to, statements related to the amount of 2024 Notes to be repurchased, the timing of completion of the repurchases, and the impact of the repurchases on the market price of the Company’s common stock. Among the factors that could cause actual results to differ materially from those indicated in the forward-looking statements are: changes in the price of the Company’s common stock; changes in the convertible note and other capital markets; and other risks described in the Company’s periodic reports filed with the Securities and Exchange Commission, including without limitation the Company’s quarterly report on Form 10-Q for the quarter ended September 30, 2020. The Company disclaims any obligation to update the statements contained in this Current Report on Form 8-K after the date hereof.

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

<b>Exhibit</b>	<b>Description</b>
99.1	<a href="#">Press Release dated November 19, 2020</a>
104	Cover Page Interactive Data File

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**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 thereunto duly authorized.

**NEUROCRINE BIOSCIENCES, INC.**

Dated: November 19, 2020

/s/ Matthew C. Abernethy

Matthew C. Abernethy

**Chief Financial Officer**

**(Duly authorized officer and Principal Financial Officer)**

## Neurocrine Biosciences Announces Repurchase of Convertible Notes

SAN DIEGO, Nov. 19, 2020 - Neurocrine Biosciences, Inc. (Nasdaq: NBIX) today announced that the Company has entered into separate, privately negotiated transactions (the "Agreements") with certain holders of its existing 2.25% Convertible Senior Notes due 2024 (the "2024 Notes") to repurchase approximately \$83 million aggregate principal amount of the 2024 Notes for an aggregate repurchase price of an amount of cash estimated to be the sum of (i) approximately \$110 million based on the Company's November 18, 2020 closing stock price of \$86.91 per share, (ii) an amount based in part on the daily volume-weighted average prices per share of the Company's common stock during a five-trading day pricing period following execution of the Agreements and (iii) accrued and unpaid interest. The 2024 Notes repurchases are expected to close on December 2, 2020, subject to customary closing conditions. Such repurchases of the 2024 Notes could affect the market price of the Company's common stock.

This press release does not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any offer or sale of these securities in any state or jurisdiction in which the offer, solicitation, or sale would be unlawful prior to the registration or qualification thereof under the securities laws of any such state or jurisdiction.

### **About Neurocrine Biosciences**

Neurocrine Biosciences is a neuroscience-focused, biopharmaceutical company dedicated to discovering, developing and delivering life-changing treatments for people with serious, challenging and under-addressed neurological, endocrine and psychiatric disorders. The Company's diverse portfolio includes FDA-approved treatments for tardive dyskinesia, Parkinson's disease, endometriosis\*, uterine fibroids\* and clinical programs in multiple therapeutic areas. For nearly three decades, Neurocrine Biosciences has specialized in targeting and interrupting disease-causing mechanisms involving the interconnected pathways of the nervous and endocrine systems. For more information, visit [neurocrine.com](http://neurocrine.com), and follow the company on LinkedIn. *(\*in collaboration with AbbVie)*

### **Forward-Looking Statements**

In addition to historical facts, this press release contains forward-looking statements that involve a number of risks and uncertainties. These statements include, but are not limited to, statements related to the amount of 2024 Notes to be repurchased, the timing of completion of the repurchases, and the impact of the repurchases on the market price of the Company's common stock. Among the factors that could cause actual results to differ materially from those indicated in the forward-looking statements are: changes in the price of the Company's common stock; changes in the convertible note and other capital markets; and other risks described in the Company's periodic reports filed with the Securities and Exchange Commission, including without limitation the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2020. The Company disclaims any obligation to update the statements contained in this press release after the date hereof.

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