

As filed with the Securities and Exchange Commission on July 22, 1997
 Registration No. 333-_____

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

33-0525145

(State of incorporation)

(I.R.S. Employer Identification No.)

3050 Science Park Road
 San Diego, California 92121
 (Address, including zip code, of Registrant's principal executive offices)

AMENDED 1992 INCENTIVE STOCK PLAN
 (Full title of the plan)

GARY A. LYONS
 President, Chief Executive Officer
 and Director
 3050 Science Park Road
 San Diego, California 92121
 (619) 658-7600
 (Name, address, and telephone number, including area code, of agent for service)

Copies to:
 VAHE H. SARRAFIAN
 WILSON SONSINI GOODRICH & ROSATI
 PROFESSIONAL CORPORATION
 650 PAGE MILL ROAD
 PALO ALTO, CA 94306
 (415) 493-9300

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	AMOUNT OF REGISTRATION FEE
Common Stock \$0.001 par value	800,000 shares	\$8.8125	\$7,050,000	\$2,137

- (1) The shares covered by this Registration Statement represent the shares of Common Stock which have become available for issuance under the Registrant's Amended 1992 Incentive Stock Plan as a result of an amendment approved by the stockholders at the Registrant's Annual Meeting held on May 27, 1997 increasing the number of shares authorized for issuance thereunder from 3,300,000 to 4,100,000.
- (2) Estimated in accordance with Rule 457(c) solely for the purpose of calculating the registration fee based upon the average of the high and low prices of the Common Stock as reported on the Nasdaq National Market System on July 18, 1996.

STATEMENT UNDER GENERAL INSTRUCTION E
REGISTRATION OF ADDITIONAL SECURITIES

Unless as noted herein, the contents of the Registrant's Form S-8 Registration Statement (File No. 333-14589) is incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

Exhibit Number -----	Document -----
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, a Professional Corporation.
23.1	Consent of Ernst & Young LLP, Independent Auditors
23.2	Consent of Counsel (contained in Exhibit 5.1).
24.1	Power of Attorney (see page II-3).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant, Neurocrine Biosciences, Inc., 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 this 22nd day of July, 1997.

NEUROCRINE BIOSCIENCES, INC.

By: /s/ Gary A. Lyons

Gary A. Lyons
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each such person whose signature appears below constitutes and appoints, jointly and severally, Gary A. Lyons and Paul W. Hawran his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

SIGNATURE -----	TITLE -----	DATE -----
/s/ Gary A. Lyons ----- Gary A. Lyons	President, Chief Executive Officer and Director (Principal Executive Officer)	July 22, 1997
/s/ Paul W. Hawran ----- Paul W. Hawran	Chief Financial Officer (Principal Financing and Accounting Officer)	July 22, 1997
/s/ Errol B. DeSouza ----- Errol B. DeSouza	Executive Vice President, Research & Development and Director	July 22, 1997
/s/ Harry F. Hixson, Jr., Ph.D. ----- Harry F. Hixson, Jr., Ph.D.	Chairman of the Board of Directors	July 22, 1997
/s/ Wylie W. Vale, Ph.D. ----- Wylie W. Vale, Ph.D.	Director	July 22, 1997
/s/ Howard C. Birndorf ----- Howard C. Birndorf	Director	July 22, 1997
/s/ David E. Robinson ----- David E. Robinson	Director	July 22, 1997
/s/ Joseph A. Mollica ----- Joseph A. Mollica	Director	July 22, 1997

INDEX TO EXHIBITS

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July 21, 1997

Neurocrine Biosciences, Inc.
3050 Science Park Road
San Diego, California 92121

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 to be filed by you with the Securities and Exchange Commission on or about July 22, 1997 (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, for an aggregate of 800,000 shares of your Common Stock under the Amended 1992 Incentive Stock Plan. Such shares of Common Stock are referred to herein as the "Shares", and such plan is referred to herein as the "Plan". As your counsel in connection with this transaction, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the issuance and sale of the Shares pursuant to the Plan.

It is our opinion that, when issued and sold in the manner described in the Plan and pursuant to the agreements which accompany each grant under the Plan, the Shares will be legally and validly issued, fully-paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

WILSON, SONSINI, GOODRICH & ROSATI
Professional Corporation

/s/ Wilson, Sonsini, Goodrich & Rosati

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended 1992 Incentive Stock Plan of Neurocrine Biosciences, Inc. of our report dated February 14, 1997, with respect to the consolidated financial statements of Neurocrine Biosciences, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 1996, filed with the Securities and Exchange Commission.

Ernst & Young LLP

San Diego, California
July 18, 1997