

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): DECEMBER 4, 2001

NEUROCRINE BIOSCIENCES, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE (STATE OR OTHER JURISDICTION OF INCORPORATION)	0-28150 (COMMISSION FILE NUMBER)	33-0525145 (I.R.S. EMPLOYER IDENTIFICATION NO.)
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10555 SCIENCE CENTER DRIVE, SAN DIEGO, CALIFORNIA (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	92121 (ZIP CODE)
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REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (858) 658-7600

This Current Report on Form 8-K is filed by Neurocrine Biosciences, Inc., a Delaware corporation (the "Company"), in connection with the matters described herein.

ITEM 5. OTHER EVENTS.

On December 4, 2001, the Company announced that it has priced a public offering of 3,500,000 shares of common stock at a price of \$46.75 per share. The company offered all of the 3,500,000 shares pursuant to the Company's Registration Statement on Form S-3 (File No. 333-73216). The underwriters have a 30-day option to purchase up to 525,000 additional shares of common stock from the company solely to cover over-allotments, if any.

The joint bookrunning managers for the offering were Deutsche Banc Alex. Brown and Credit Suisse First Boston Corporation. Co-managers of this offering were CIBC World Markets Corp., Lehman Brothers Inc., and UBS Warburg LLC.

Copies of the final prospectus supplement may be obtained from the Prospectus Departments at Deutsche Banc Alex. Brown, One South Street, Baltimore, MD 21202, (410) 895-2070, Credit Suisse First Boston Corporation, Eleven Madison Avenue, New York, NY 10010, (212) 325-2000 or from the offices of any of the managing underwriters identified above.

This announcement is neither an offer to sell nor a solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state. A registration statement relating to these securities has been filed with and has been declared effective by the Securities and Exchange Commission.

The number of shares offered represented an increase of 250,000 shares (or 287,500 shares if the underwriters' over-allotment option is exercised in full) of the number of shares previously announced. Attached as Exhibit 5.1 is the opinion of Latham & Watkins relating to the legality of the additional shares to be offered.

ITEM 7. EXHIBITS.

(c) Exhibits.

Exhibit Number	Description of Exhibit
5.1	Opinion of Latham & Watkins

SIGNATURE

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.

Date: December 4, 2001

NEUROCRINE BIOSCIENCES, Inc.

By: /s/ PAUL W. HAWRAN

Paul W. Hawran
Executive Vice President and
Chief Financial Officer

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701 B Street, Suite 2100 o San Diego, California
92101-8197 TELEPHONE: (619) 236-1234 o FAX:
(619) 696-7419

December 4, 2001

FILE NO. 025202-0011

Neurocrine Biosciences, Inc.
10555 Science Center Drive
San Diego, California 92121

Re: Registration Statement on Form S-3; 287,500 Shares of Common Stock, Par Value \$.001 Per Share

Ladies and Gentlemen:

In connection with the registration by Neurocrine Biosciences, Inc., a Delaware corporation (the "Company"), of 287,500 additional shares of common stock of the Company, par value \$.001 per share (the "Shares"), under the Securities Act of 1933, as amended (the "Act"), pursuant to the registration statement on Form S-3 under the Securities Act of 1933, as amended (the "Act"), filed with the Securities and Exchange Commission (the "Commission") on November 13, 2001 (File No. 333-73216) and declared effective by the Commission on November 20, 2001 (the "Registration Statement"), you have requested our opinion with respect to the matters set forth below.

In our capacity as your counsel in connection with such registration, we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization, issuance and sale of the Shares, and for the purposes of this opinion, have assumed such proceedings will be timely completed in the manner presently proposed. In addition, we have made such legal and factual examinations and inquiries, including an examination of originals or copies certified or otherwise identified to our satisfaction of such documents, corporate records and instruments, as we have deemed necessary or appropriate for purposes of this opinion.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to authentic original documents of all documents submitted to us as copies.

We are opining herein as to the effect on the subject transaction only of the General Corporation Law of the State of Delaware, including statutory and reported decisional law thereunder, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or, in the case of Delaware, any other laws, or as to any matters of municipal law or the laws of any local agencies within any state.

Subject to the foregoing, it is our opinion that as of the date of this opinion, the Shares have been duly authorized, validly issued and are fully paid and nonassessable.

We consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to our firm contained under the heading "Legal Matters."

Very truly yours,

/s/ LATHAM & WATKINS