

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 Company as specified in its charter)

DELAWARE 33-0525145
(State of incorporation) (I.R.S. Employer Identification No.)

10555 SCIENCE CENTER DRIVE
SAN DIEGO, CALIFORNIA 92121
(Address, including zip code, of Company's principal executive offices)

AMENDED 1992 INCENTIVE STOCK PLAN
AMENDED 1996 EMPLOYEE STOCK PURCHASE PLAN
AMENDED 1996 DIRECTOR OPTION PLAN
(Full title of the plans)

GARY A. LYONS
President, Chief Executive Officer
and Director
10555 Science Center Drive
San Diego, California 92121
(858) 658-7600

(Name, address, and telephone number, including area code, of agent for service)

Copies to:
John M. Newell, Esq.
Latham & Watkins
505 Montgomery Street, Suite 1900
San Francisco, CA 94111
(415) 391-0600

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount of Shares to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock \$0.001 par value.....	1,150,000	\$ 32.65625	\$ 37,554,688	\$ 9,915

1. Estimated solely for purposes of computing the registration fee for the 1,150,000 additional shares registered herewith. Pursuant to Rule 457(c), the proposed Maximum Offering Price Per Share is based on the high and low trading prices of the Company's Common Stock as reported on the Nasdaq National Market System on August 16, 2000.

INTRODUCTORY STATEMENT

On May 24, 2000, the stockholders of Neurocrine Biosciences, Inc., a Delaware corporation (the "Company"), approved an additional 1,150,000 shares of the Company's Common Stock, par value of \$0.001, for the following: 750,000 shares for the Amended 1992 Incentive Stock Plan, 300,000 shares for the Amended 1996 Employee Stock Purchase Plan and 100,000 shares for the Amended 1996 Director Option Plan (collectively the "Plans"). The Company previously filed Registration Statements on Form S-8 on October 21, 1996 (File No. 333-14589), July 22, 1997 (File no. 333-31791), June 26, 1998 (File No. 333-57875) and September 15, 1999 (File No. 333-87127) to register 3,300,000, 800,000, 700,000 and 600,000 shares under the Plans, respectively. The contents of such Registration Statements are incorporated herein by reference.

ITEM 1. PLAN INFORMATION.

The Registrant will send or give the documents containing the information specified in this Item 1 to employees, officers, directors or others as specified by Rule 428(b)(1). In accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, the Registrant is not filing such documents with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424.

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.

The Registrant will send or give the documents containing the information specified in this Item 2 to employees, officers, directors or others as specified by Rule 428(b)(1). In accordance with the rules and regulations of the Commission and the instructions to Form S-8, the Registrant is not filing such documents with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Securities and Exchange Commission (the "SEC") by the Company, are incorporated by reference in this Registration Statement.

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999;
- (b) The Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2000; and
- (c) Current Report on Form 8-K dated April 6, 2000.

- (d) The Company's definitive proxy statement dated April 27, 2000 filed in connection with its May 24, 2000 Annual Meeting of Stockholders;
- (e) The description of the Registrant's Common Stock which is contained in items 1 and 2 of its Registration Statement on Form 8-A filed on June 16, 1997, pursuant to Section 12(g) of the Exchange Act.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, are incorporated by reference in this Registration Statement and are a part hereof from the date of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporation Law generally allows the Company to indemnify directors and officers for all expenses, judgments, fines and amounts in settlement actually paid and reasonably incurred in connection with any proceedings so long as such party acted in good faith and in a manner reasonably believed to be in or not opposed to the Company's best interests and, with respect to any criminal proceedings, if such party had no reasonable cause to believe his or her conduct to be unlawful. Indemnification may only be made by the Company if the applicable standard of conduct set forth in Section 145 has been met by the indemnified party upon a determination made (i) by the Board of Directors by a majority vote of the directors who are not parties to such proceedings, even though less than a quorum, or (ii) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (iii) by the stockholders.

Article VII of the Company's Restated Articles of Incorporation and Article VI, Sections 6.1, 6.2 and 6.3 of the Company's Bylaws provide for indemnification of its directors and officers, and permit indemnification of employees and other agents to the maximum extent permitted by the Delaware General Corporation Law. In addition, the Company has entered into indemnification agreements with its officers and directors.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

The following is a list of exhibits filed as part of this Registration Statement, which are incorporated herein:

Exhibit Number	Document
4.1	Form of Lock-Up Agreement (1)
4.2	Form of Common Stock Certificate (1)
4.3	Form of Warrant issued to existing warrant holders (1)
4.4	Form of Series A Warrant issued in connection with the execution by the Company of the Unit Purchase Agreement, dated January 19, 1996 by and between the Company, Neuroscience Pharma, Inc. and the investors signatory thereto (1)
4.5	New Registration Rights Agreement, dated March 29, 1996 by and among the Company and the investors signatory thereto (1)
5.1	Opinion of Latham & Watkins
23.1	Consent of Ernst & Young LLP, Independent Auditors
23.2	Consent of Latham & Watkins (contained in Exhibit 5.1)
24.1	Power of Attorney (see page II-5)
(1)	Incorporated by reference to the Company's registration Statement filed on April 3, 1996 on Form S-1, as amended (File No. 333-03172)

ITEM 9. UNDERTAKINGS.

(a) The undersigned Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for purposes of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the Delaware General Corporation Law, the Restated Articles of Incorporation or the Bylaws of the Company, Indemnification Agreements entered into between the Company and its officers and directors, or otherwise, the Company has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereunder, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company 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 17th day of August 2000.

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 SEC, 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)	August 17, 2000
/s/ Paul W. Hawran - - - - - Paul W. Hawran	Chief Financial Officer (Principal Financing and Accounting Officer)	August 17, 2000
/s/ Joseph A. Mollica - - - - - Joseph A. Mollica	Chairman of the Board of Directors	August 17, 2000
/s/ Richard F. Pops - - - - - Richard F. Pops	Director	August 17, 2000
/s/ Wylie W. Vale - - - - - Wylie W. Vale	Director	August 17, 2000
/s/ Stephen A. Sherwin - - - - - Stephen A. Sherwin	Director	August 17, 2000

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LATHAM & WATKINS
505 MONTGOMERY STREET, SUITE 1900
SAN FRANCISCO, CA 94111
(415) 391-0600

August 16, 2000

Neurocrine Biosciences, Inc.
10555 Science Center Drive
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 August 17, 2000 (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 1,150,000 shares of your Common Stock, par value \$0.001 par value, under the Amended 1992 Incentive Stock Plan, the Amended 1996 Employee Stock Purchase Plan and the Amended 1997 Director Option Plan. Such shares of Common Stock are referred to herein as the "Shares", and such plans are referred to herein as the "Plans". 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 Plans.

It is our opinion that, upon issuance and sale of the Shares in the manner described in the Plans and pursuant to the agreements which accompany each grant under the Plans, and delivery of and payment for the Shares in accordance with the Plans and such grant agreements, for a purchase price not less than the par value of the Shares, such Shares will be 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,

Latham & Watkins

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the Amended 1992 Incentive Stock Plan, the Amended 1996 Employee Stock Purchase Plan and the Amended 1997 Director Option Plan of Neurocrine Biosciences, Inc. of our report dated January 27, 2000 with respect to the consolidated financial statements of Neurocrine Biosciences, Inc. included in its Annual Report on Form 10-K for the year ended December 31, 1999, filed with the Securities and Exchange Commission.

Ernst & Young LLP

San Diego, California
August 17, 2000