FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | |
| Estimated average burden | | | | | | | | | |
| hours per response: | 0.5 | | | | | | | | |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* <u>BENEVICH ERIC</u> | | | | | | 2. Issuer Name and Ticker or Trading Symbol NEUROCRINE BIOSCIENCES INC [NBIX] | | | | | | | | Check | all applic | or ´ | Person | n(s) to Issu 10% Ow Other (s) | Owner |
|--|---|--|---|----------------------|--|--|----------|------------------------------|--|-------|---------------|---|--|------------------|--|---|---|---|---|
| (Last) (First) (Middle) 12780 EL CAMINO REAL | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/13/2024 | | | | | | | | X | Officer (give title below) Chief Comme | | ercial (| below) | Jecliy |
| (Street) SAN DIF | treet) AN DIEGO CA 92130 | | | 4. | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | |
| (City) (State) (Zip) | | | | | R | Rule 10b5-1(c) Transaction Indication | | | | | | | | | | | | | |
| | | | | | | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | | | | | | | |
| | | Tab | le I - | Non-Deri | ivativ | e Sec | curities | s Ac | quired, l | Dispo | sed o | f, or B | enefici | ally (| Owned | | | | |
| 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye | | | | | | Execution Date, | | , | | | | Acquired (A) or (D) (Instr. 3, 4 and 5) | | Benefic Owned | | es ially Following | 6. Owne Form: D (D) or Ir (I) (Insti | Direct c ndirect E r. 4) C | 7. Nature of Indirect Beneficial Ownership |
| | | | | | | | | ſ | Code V | Amou | ınt | (A) or (D) | Price | | | orted saction(s) tr. 3 and 4) | | 1 | Instr. 4) |
| Common Stock 02/13/2024 | | | | 024 | 24 | | | S ⁽¹⁾ | 1,0 | 098 | D | \$133.01 | 49 ⁽²⁾ | 40,616 | | Ι |) | | |
| | | - | Table | II - Deriv (e.g., | | | | | uired, Di s, option | | | | | | wned | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | | 4. Transa Code (8) | | | ive ies ed ed ed | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | | Price of erivative ecurity estr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | / Oi Fo Oi (I) | 0. wnership orm: irect (D) r Indirect) (Instr. 4) | Beneficial Ownership (Instr. 4) |
| | | | | | Code | v | (A) | (D) | Date Exercisabl | | oiration e | Title | Amour or Number of Shares | r | | | | | |
| Stock Option | \$133.84 | 02/13/2024 | | | A | | 39,426 | | (3) | 02/1 | 13/2034 | Commo | on 39,42 | 6 | \$0 | 39,426 | | D | |
| Restricted Stock Unit | (4) | 02/13/2024 | | | A | | 7,846 | | (5) | | (5) | Commo | | 5 | \$0 | 7,846 | | D | |

Explanation of Responses:

- 1. Sale of 1,098 shares of common stock issued upon vesting of 2,083 restricted stock units on February 13, 2024 to cover payroll and withholding taxes, with the balance of the shares (985) maintained by the Reporting Person; the disposition reported in this Form 4 was effected by a broker pursuant to instructions set forth in a Rule 10b5-1 trading plan adopted by the Reporting Person on March 15, 2023. Additionally, Issuer policy restricts the Reporting Person from amending or otherwise modifying any 10b5-1 trading plan subsequent to adoption of the plan.
- 2. Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$129.96 to \$134.53. The Reporting Person has provided to the issuer, and will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- 3. Represents option of which 1/48th of the shares underlying the option becomes vested and exercisable on March 13, 2024 and an additional 1/48th of the shares underlying the option becomes vested and exercisable each month thereafter.
- 4. Each Restricted Stock Unit represents a contingent right to receive one share of the Issuer Common Stock.
- 5. The Restricted Stock Units will vest annually at 1/4 of the units vesting on each of February 13, 2025, February 13, 2026, February 13, 2027, and February 13, 2028.

Remarks:

/s/ Darin Lippoldt, Attorney-in-02/15/2024 Fact

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.