

As filed with the Securities and Exchange Commission on August 1, 2023

Registration No. 333-

**UNITED STATES
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

(State or Other Jurisdiction of Incorporation or Organization)

33-0525145

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

12780 El Camino Real

San Diego, CA 92130

(Address of Principal Executive Offices)

Neurocrine Biosciences, Inc. 2020 Equity Incentive Plan

(Full Title of the Plan)

Kevin C. Gorman, Ph.D.

Chief Executive Officer

Neurocrine Biosciences, Inc.

12780 El Camino Real

San Diego, CA 92130

(Name and Address of Agent for Service)

(858) 617-7600

(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Darin M. Lippoldt
Chief Legal Officer
Neurocrine Biosciences, Inc.
12780 El Camino Real
San Diego, CA 92130
(858) 617-7600

Jason L. Kent, Esq.
Carlos A. Ramirez, Esq.
Cooley LLP
10265 Science Center Drive
San Diego, CA 92121
(858) 550-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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 7(a)(2)(B) of the Securities Act.

**INCORPORATION BY REFERENCE OF CONTENTS
OF REGISTRATION STATEMENTS ON FORM S-8**

This Registration Statement on Form S-8 is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements on Form S-8 relating to the same benefit plan are effective. This Registration Statement on Form S-8 registers the offer and sale of an additional 6,600,000 shares of the Registrant's common stock for issuance under the Neurocrine Biosciences, Inc. 2020 Equity Incentive Plan (as amended and restated, the "**2020 Plan**"). The Registrant previously registered shares of its common stock for issuance under the 2020 Plan on August 3, 2020 (File No. 333-240301) and August 4, 2022 (File No. 333-266530). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

ITEM 8. EXHIBITS.

Exhibit	Description
3.1	Certificate of Incorporation, as amended. (1)
3.2	Bylaws, as amended. (2)
4.1	Reference is made to Exhibits 3.1 and 3.2 .
4.2	Form of Common Stock Certificate of the Registrant. (3)
4.3	Indenture, dated as of May 2, 2017, by and between the Registrant and U.S. Bank National Association, as Trustee. (4)
4.4	First Supplemental Indenture, dated as of December 22, 2021, by and between the Registrant and U.S. Bank National Association, as Trustee. (5)
4.5	Form of Note representing the Registrant's 2.25% Convertible Notes due 2024. (6)
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (included in Exhibit 5.1 filed herewith).
23.2	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on the signature page hereto).
99.1	Neurocrine Biosciences, Inc. 2020 Equity Incentive Plan, as amended and restated. (7)
99.2	Form of Stock Option Grant Notice and Option Agreement for use under the Neurocrine Biosciences, Inc. 2020 Equity Incentive Plan, and Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement for use under the Neurocrine Biosciences, Inc. 2020 Equity Incentive Plan. (8)
107	Filing Fee Table

(1) Incorporated by reference to Exhibit 3.1 of the Registrant's Quarterly Report on Form 10-Q filed on November 5, 2018.

(2) Incorporated by reference to Exhibit 3.2 of the Registrant's Quarterly Report on Form 10-Q filed on August 1, 2023.

(3) Incorporated by reference to the Registrant's Registration Statement on Form S-1 (Registration No. 333-03172).

(4) Incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed on May 2, 2017.

(5) Incorporated by reference to Exhibit 4.3 of the Registrant's Annual Report on Form 10-K filed on February 11, 2022.

(6) Incorporated by reference to Exhibit 99.1 of the Registrant's Current Report on Form 8-K filed on May 2, 2017.

(7) Incorporated by reference to Exhibit 10.1 of the Registrant's Quarterly Report on Form 10-Q filed on August 1, 2023.

(8) Incorporated by reference to Exhibit 10.17 of the Registrant's Annual Report on Form 10-K filed on February 11, 2022.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant 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 August 1, 2023.

NEUROCRINE BIOSCIENCES, INC.

By: /s/ Kevin C. Gorman
Kevin C. Gorman, Ph.D.
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints KEVIN C. GORMAN, PH.D., and DARIN LIPPOLDT, and each or either of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kevin C. Gorman</u> Kevin C. Gorman, Ph.D.	Chief Executive Officer and Director (Principal Executive Officer)	August 1, 2023
<u>/s/ Matthew C. Abernethy</u> Matthew C. Abernethy	Chief Financial Officer (Principal Financial and Accounting Officer)	August 1, 2023
<u>/s/ William H. Rastetter</u> William H. Rastetter, Ph.D.	Chairman of the Board of Directors	August 1, 2023
<u>/s/ Gary A. Lyons</u> Gary A. Lyons	Director	August 1, 2023
<u>/s/ Johanna Mercier</u> Johanna Mercier	Director	August 1, 2023
<u>/s/ George J. Morrow</u> George J. Morrow	Director	August 1, 2023
<u>/s/ Leslie V. Norwalk</u> Leslie V. Norwalk	Director	August 1, 2023
<u>/s/ Christine A. Poon</u> Christine A. Poon	Director	August 1, 2023
<u>/s/ Richard F. Pops</u> Richard F. Pops	Director	August 1, 2023
<u>/s/ Shalini Sharp</u> Shalini Sharp	Director	August 1, 2023
<u>/s/ Stephen A. Sherwin</u> Stephen A. Sherwin, M.D.	Director	August 1, 2023

Calculation of Filing Fee Table

Form S-8

Neurocrine Biosciences, Inc.

Table 1 – Newly Registered Securities								
	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to be Paid	Equity	Common stock, \$0.001 par value per share, 2020 Equity Incentive Plan	Other ⁽²⁾	6,600,000 ⁽³⁾	\$100.965 ⁽²⁾	\$666,369,000	0.00011020	\$73,433.86
	Total Offering Amounts				—	\$666,369,000	—	\$73,433.86
	Total Fees Previously Paid				—	—	—	—
	Total Fee Offsets				—	—	—	—
	Net Fee Due				—	—	—	\$73,433.86

(1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of common stock of Neurocrine Biosciences, Inc. (the “**Registrant**”) that become issuable under the Registrant’s 2020 Equity Incentive Plan (the “**2020 Plan**”) by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s common stock, as applicable.

(2) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$100.965 per share of common stock, which represents the average of the high and low prices of the Registrant’s common stock as reported on The Nasdaq Global Select Market on July 26, 2023.

(3) Represents 6,600,000 additional shares of Registrant’s common stock that were added to the shares authorized for issuance under the 2020 Plan on May 17, 2023 pursuant to approval of the stockholders at the 2023 Annual Meeting of Stockholders.



Carlos A. Ramirez
+1 858 550 6157
cramirez@cooley.com

August 1, 2023

Neurocrine Biosciences, Inc.
12780 El Camino Real
San Diego, CA 92130

Ladies and Gentlemen:

You have requested our opinion, as counsel to Neurocrine Biosciences, Inc., a Delaware corporation (the "**Company**"), with respect to certain matters in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**"), covering the offering of up to 6,600,000 shares (the "**Shares**") of the Company's Common Stock, \$0.001 par value, pursuant to the Company's 2020 Equity Incentive Plan (as amended and restated, the "**Plan**").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectus, the Plan, the Company's certificate of incorporation and bylaws, each as currently in effect, and such other records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness of such documents. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and the related prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we undertake no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Carlos A. Ramirez
 Carlos A. Ramirez

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Neurocrine Biosciences, Inc. 2020 Equity Incentive Plan, as amended and restated of our reports dated February 9, 2023, with respect to the consolidated financial statements of Neurocrine Biosciences, Inc. and the effectiveness of internal control over financial reporting of Neurocrine Biosciences, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California

August 1, 2023