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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of the earliest event reported): February 3, 2010

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**NEUROCRINE BIOSCIENCES, INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**0-22705**  
(Commission File Number)

**33-0525145**  
(IRS Employer  
Identification No.)

**12780 El Camino Real, San Diego, California**  
(Address of principal executive offices)

**92130**  
(Zip Code)

Registrant's telephone number, including area code: (858) 617-7600

**N/A**  
(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2 (b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

*(d)*

Effective as of February 4, 2010, the Board of Directors of Neurocrine Biosciences, Inc. (“Neurocrine”), upon recommendation of its Nominating and Corporate Governance Committee, appointed William H. Rastetter, Ph.D. to the Board of Directors. Dr. Rastetter is a Class III director and his initial term expires at Neurocrine’s 2011 annual meeting of stockholders.

In connection with his appointment as a director, Dr. Rastetter executed Neurocrine’s standard form Indemnity Agreement for executive officers and directors, and will receive the standard compensation package provided to non-employee directors of Neurocrine as described in Neurocrine’s Proxy Statement filed with the Securities and Exchange Commission on April 21, 2009.

Dr. Rastetter is a partner in Venrock, a venture capital firm. In December 2009, certain investment funds affiliated with Venrock acquired approximately 4.8 million shares of Neurocrine’s common stock in a privately negotiated transaction for aggregate gross proceeds of approximately \$10.0 million. However, there is no arrangement or understanding between Dr. Rastetter and any other person or entity, including Venrock, pursuant to which Dr. Rastetter was selected as a director of Neurocrine.

A copy of the press release announcing Dr. Rastetter’s appointment is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

*(a)*

On February 3, 2010, the Board of Directors of Neurocrine amended Section 3.2 of Neurocrine’s Bylaws to provide that the Board of Directors shall consist of nine members. Prior to the amendment, Section 3.2 of Neurocrine’s Bylaws provided that the Board of Directors shall consist of eight members. The amendment was implemented in connection with Dr. Rastetter’s appointment as a director of Neurocrine as described in Item 5.02(d) above. A copy of the amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

*(d) Exhibits.*

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
3.1	Certificate of Amendment to Bylaws
99.1	Press Release dated February 8, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: February 9, 2010

NEUROCRINE BIOSCIENCES, INC.

/s/ Timothy P. Coughlin

Timothy P. Coughlin

Vice President and Chief Financial Officer

CERTIFICATE OF AMENDMENT  
OF BY-LAWS OF  
NEUROCRINE BIOSCIENCES, INC.  
(A DELAWARE CORPORATION)

On February 3, 2010, the Board of Directors of Neurocrine Biosciences, Inc. approved the amendment of Section 3.2 of the By-Laws of the corporation to read as follows:

3.2 Number of Directors. The Board of Directors shall consist of nine (9) members. The number of Directors may be changed by an amendment to this by-law adopted by the Board of Directors or by the stockholders or by a duly adopted amendment to the certificate of incorporation. The Directors shall be divided into three classes, with the term of office of the first class (Class I Directors), which will initially consist of three (3) Directors, to expire at the 2012 Annual Meeting of Shareholders; the term of office of the second class (Class II Directors), which will initially consist of three (3) Directors, to expire at the 2010 Annual Meeting of Shareholders; the term of office of the third class (Class III Directors), which will initially consist of three (3) Directors, to expire at the 2011 Annual Meeting of Shareholders; and thereafter for each such term to expire at each third succeeding Annual Meeting of Shareholders held after such election.

For Immediate Release  
Contact at Neurocrine Biosciences  
Investor Relations  
(858) 617-7600

**NEUROCRINE BIOSCIENCES ANNOUNCES THE APPOINTMENT OF  
WILLIAM H. RASTETTER TO ITS BOARD OF DIRECTORS**

San Diego, CA, February 8, 2010 - Neurocrine Biosciences, Inc. (NASDAQ: NBIX) announced today that it has appointed William H. Rastetter, Ph.D. to its Board of Directors effective immediately. He is the current Chairman and Chief Executive Officer of Receptos, Inc., and former Executive Chairman of Biogen Idec, Inc.

“We are very pleased to welcome Bill Rastetter to our Board of Directors,” said Joseph A. Mollica, Ph.D., Chairman of the Board of Neurocrine Biosciences. “The company is very fortunate to have someone with Bill’s experience and proven track record in the biotech industry. He will be a valuable resource to Neurocrine as the Company moves forward.”

Dr. Rastetter is currently the Chairman and Chief Executive Officer of Receptos, a privately-held drug discovery and development company which utilizes pioneering G protein-coupled receptor (GPCR) technology, including 3-dimensional structure determination of these membrane-bound proteins, to facilitate information-driven drug design for developing best- and first-in-class drugs. He is also currently the Chairman of the Board of Directors of Illumina, Inc., and is a partner in the venture capital firm Venrock.

Dr. Rastetter retired as the Executive Chairman of Biogen Idec, Inc., a biopharmaceutical company, at the end of 2005 and had served in that position since the November 2003 merger of Biogen, Inc. and IDEC Pharmaceuticals Corporation. He served as Chief Executive Officer of IDEC Pharmaceuticals from December 1986 through November 2003 and as Chairman of the Board of Directors from May 1996 to November 2003. Additionally, he served as President of IDEC Pharmaceuticals from 1986 to 2002 and as Chief Financial Officer from 1988 to 1993. From 1982 to 1986, Dr. Rastetter served in various positions at Genentech, Inc., a biotechnology company, and prior to Genentech he was an associate professor at the Massachusetts Institute of Technology.

Dr. Rastetter earned a Ph.D from Harvard University in 1975. He also holds a Masters of Arts in Chemistry from Harvard University and a Bachelor of Science degree in Chemistry from Massachusetts Institute of Technology.

Neurocrine Biosciences, Inc. is a biopharmaceutical company focused on neurological and endocrine diseases and disorders. Our product candidates address some of the largest pharmaceutical markets in the world including endometriosis, anxiety, depression, pain, diabetes, irritable bowel syndrome and other neurological and endocrine related diseases and disorders. Neurocrine Biosciences, Inc. news releases are available through the Company's website via the internet at <http://www.neurocrine.com>.