

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

33-0525145

(STATE OF INCORPORATION)

(I.R.S. EMPLOYER IDENTIFICATION NO.)

3050 SCIENCE PARK ROAD  
SAN DIEGO, CALIFORNIA 92121  
(ADDRESS, INCLUDING ZIP CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

1992 INCENTIVE STOCK PLAN  
1996 EMPLOYEE STOCK PURCHASE PLAN  
1996 DIRECTOR OPTION PLAN  
(FULL TITLE OF THE PLAN)

GARY A. LYONS  
PRESIDENT, CHIEF EXECUTIVE OFFICER  
AND DIRECTOR

3050 SCIENCE PARK ROAD  
SAN DIEGO, CALIFORNIA 92121  
(619) 658-7600

(NAME, ADDRESS, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

Copies to:  
VAHE H. SARRAFIAN  
WILSON SONSINI GOODRICH & ROSATI  
PROFESSIONAL CORPORATION  
650 PAGE MILL ROAD  
PALO ALTO, CA 94306  
(415) 493-9300

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock \$0.001 par value.....	2,178,341 shares	\$5.876	\$12,800,201.05	\$3,878.84

(1) Estimated in accordance with Rule 457(c) solely for the purpose of calculating the registration fee based upon the average of the high and low prices of the Common Stock as reported on the Nasdaq National Market System on October 15, 1996.

## PART II

## INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

## ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

There are hereby incorporated by reference the following documents and information heretofore filed with the Securities and Exchange Commission:

## ITEM 3(a).

The Registrant's Form S-1 and Final Prospectus dated May 23, 1996, filed with the Commission on May 23, 1996 pursuant to Rule 424(b) of the Securities Act of 1933, as amended (the "Securities Act").

## ITEM 3(b).

Not applicable.

## ITEM 3(c).

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 pursuant to Section 12(g) of the Exchange Act on April 2, 1996, and any further amendment or report filed hereafter for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, 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, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing such documents.

## 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 317 of the California Corporations Code authorizes a court to award, or a corporation's Board of Directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act. Article VII of the Registrant's Certificate of Incorporation and Article VI, Sections 6.1, 6.2 and 6.3 of the Registrant'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 California Corporations Code. In addition, the Registrant has entered into indemnification agreements with its officers and directors.

## ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

## ITEM 8. EXHIBITS.

Exhibit Number -----	Document -----
4.1*	1992 Incentive Stock Plan, as amended, and forms of agreement thereunder.
4.2*	1996 Employee Stock Purchase Plan and form of agreement thereunder.
4.3*	1996 Director Option Plan and form of agreement thereunder.
5.1	Opinion of Wilson, Sonsini, Goodrich & Rosati, a Professional Corporation.
23.1	Consent of Ernst & Young LLP, Independent Auditors
23.2	Consent of Counsel (contained in Exhibit 5.1).
24.1	Power of Attorney (see page II-5).

\* Incorporated by reference to the Exhibits filed with the Company's Registration Statement on Form S-1 (Registration No. 333-03172) as declared effective by the Securities and Exchange Commission on May 23, 1996.

## ITEM 9. UNDERTAKINGS.

The undersigned Registrant 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 the purpose 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.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant'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.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of Registrant pursuant to the California General Corporations Code, the Restated Articles of Incorporation or the Bylaws of Registrant, Indemnification Agreements entered into between Registrant and its officers and directors, or otherwise, Registrant has been advised that in the opinion of the Securities and Exchange Commission 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 Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant 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, Registrant 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, the Registrant, Neurocrine Biosciences, Inc., 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 21st day of October, 1996.

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 Securities and Exchange Commission, 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)	October 21, 1996
/s/ Paul W. Hawran ----- Paul W. Hawran	Chief Financial Officer (Principal Financing and Accounting Officer)	October 21, 1996
/s/ Harry F. Hixson, Jr., Ph.D. ----- Harry F. Hixson, Jr., Ph.D.	Chairman of the Board of Directors	October 21, 1996
/s/ Wylie W. Vale, Ph.D. ----- Wylie W. Vale, Ph.D.	Director	October 21, 1996
/s/ Howard C. Birndorf ----- Howard C. Birndorf	Director	October 21, 1996
/s/ David E. Robinson ----- David E. Robinson	Director	October 21, 1996
/s/ David Schnell, M.D. ----- David Schnell, M.D.	Director	October 21, 1996

## INDEX TO EXHIBITS

EXHIBIT NUMBER -----	EXHIBIT -----	SEQUENTIALLY NUMBERED PAGE -----
4.1*	1992 Incentive Stock Plan, as amended, and forms of agreement thereunder .....	
4.2*	1996 Employee Stock Purchase Plan and form of agreement thereunder .....	
4.3*	1996 Director Option Plan and form of agreement thereunder .....	
5.1	Opinion of Wilson, Sonsini, Goodrich & Rosati, a Professional Corporation .....	
23.1	Consent of Ernst & Young LLP, Independent Auditors .....	
23.2	Consent of Counsel (included in Exhibit 5.1) .....	
24.1	Power of Attorney (see page II-5) .....	

- -----

\* Incorporated by reference to the Exhibits filed with the Company's  
Registration Statement on Form S-1 (Registration No. 333-03172) as declared  
effective by the Securities and Exchange Commission on May 23, 1996.

[WILSON SONSINI GOODRICH & ROSATI LETTERHEAD]

October 21, 1996

Neurocrine Biosciences, Inc.  
3050 Science Park Road  
San Diego, California 92121

RE: Registration Statement on Form S-8

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 October 21, 1996 (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, for an aggregate of 2,178,341 shares of your Common Stock under the 1992 Incentive Stock Plan, the 1996 Employee Stock Purchase Plan, and the 1996 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, when issued and sold in the manner described in the Plans and pursuant to the agreements which accompany each grant under the Plans, the Shares will be legally and 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,

WILSON, SONSINI, GOODRICH & ROSATI

Professional Corporation



## CONSENT OF ERNST &amp; YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 1992 Incentive Stock Plan, 1996 Employee Stock Purchase Plan, and 1996 Director Option Plan of Neurocrine Biosciences, Inc. of our report dated February 9, 1996, except for Note 8, as to which the date is March 29, 1996, with respect to the consolidated financial statements of Neurocrine Biosciences, Inc. included in its Registration Statement (Form S-1) dated May 23, 1996, filed with the Securities and Exchange Commission.

Ernst & Young LLP

San Diego, California  
October 14, 1996