

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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)	8731 (PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE NUMBER)	33-0525145 (I.R.S. EMPLOYER IDENTIFICATION NO.)
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3050 SCIENCE PARK ROAD
SAN DIEGO, CALIFORNIA 92121
(619) 658-7600
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

GARY A. LYONS
PRESIDENT AND CHIEF EXECUTIVE OFFICER
NEUROCRINE BIOSCIENCES, INC.
3050 SCIENCE PARK ROAD
SAN DIEGO, CALIFORNIA 92121
(619) 658-7600
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF AGENT FOR SERVICE)

COPIES TO:

MICHAEL J. O'DONNELL, ESQ. WILSON SONSINI GOODRICH & ROSATI PROFESSIONAL CORPORATION 650 PAGE MILL ROAD PALO ALTO, CALIFORNIA 94304-1050 (415) 493-9300	ALAN C. MENDELSON, ESQ. FREDERICK T. MUTO, ESQ. COOLEY GODWARD CASTRO HUDDLESON & TATUM FIVE PALO ALTO SQUARE 3000 EL CAMINO REAL PALO ALTO, CALIFORNIA 94306-2155 (415) 843-5000
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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-03172

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, \$0.001 par value...	575,000	\$10.50	\$6,037,500	2,082

(1) Includes 75,000 shares which the Underwriters have the option to purchase solely to cover over-allotments, if any.

(2) Estimated solely for the purpose of computing the amount of the registration fee in accordance with Rule 457(a) under the Securities Act of 1933.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH

SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a) MAY DETERMINE.

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EXPLANATORY NOTE

Incorporated by reference herein is, in its entirety, the Registration Statement on Form S-1 (File No. 333-03172) of Neurocrine Biosciences, Inc., which was declared effective by the Securities and Exchange Commission on May 22, 1996.

SIGNATURES

Pursuant to the requirements of the Act, the Registrant 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 the 22nd day of May, 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 person whose signature appears below constitutes and appoints, jointly and severally, Gary A. Lyons and Paul W. Hawran, C.P.A., and each one of them, individually and without the other, his attorney-in-fact, each with the power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement (including post effective amendments), and to file the same, with 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 Act, 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)	May 22, 1996
/s/ Paul W. Hawran ----- Paul W. Hawran	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 22, 1996
/s/ Harry F. Hixson, Jr., Ph.D. ----- Harry F. Hixson, Jr., Ph.D.	Director	May 22, 1996
/s/ Howard Birndorf ----- Howard Birndorf	Director	May 22, 1996
/s/ David Robinson ----- David Robinson	Director	May 22, 1996
/s/ David Schnell, M.D. ----- David Schnell, M.D.	Director	May 22, 1996
/s/ Wylie W. Vale, Ph.D. ----- Wylie W. Vale, Ph.D.	Director	May 22, 1996

EXHIBIT INDEX

EXHIBIT NUMBER	EXHIBIT DESCRIPTION	SEQUENTIALLY NUMBERED PAGE
5.1	Opinion of Wilson, Sonsini, Goodrich & Rosati.....	
23.1	Consent of Ernst & Young LLP. Independent Auditors.....	
23.2	Consent of Wilson, Sonsini, Goodrich & Rosati (included in Exhibit 5.1).....	
24.1	Power of Attorney Included in Signature Page.....	

May 22, 1996

Neurocrine Biosciences, Inc.
3050 Science Park Road
San Diego, California 92121-1102

RE: 462(b) REGISTRATION STATEMENT ON FORM S-1

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-1 which is being filed with the Securities and Exchange Commission (the "Registration Statement"), in connection with the registration under the Securities Act of 1933, as amended, of 575,000 shares of your Common Stock (the "Shares"), all of which are authorized but heretofore unissued. The Shares are to be sold to the underwriters for resale to the public as described in the Registration Statement and pursuant to the Underwriting Agreement being filed as an exhibit thereto. As your counsel, we have examined the proceedings proposed to be taken in connection with said sale and issuance of the Shares.

It is our opinion that, upon completion of the proceedings being taken or contemplated by us, as your counsel, to be taken prior to the issuance of Shares, and upon completion of the proceedings being taken in order to permit such transactions to be carried out in accordance with the securities laws of the various states, where required, the Shares, when issued and sold in the manner referred to in the Registration Statement will be legally and validly issued, fully paid and nonassessable.

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, including the Prospectus constituting a part thereof, and any amendment thereto.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

The Board of Directors and Stockholders
Neurocrine Biosciences, Inc.

We consent to the reference to our firm under the captions "Experts" and "Selected Financial Data" and to the use of our reports dated February 9, 1996, except for Note 8, as to which the date is March 29, 1996, with respect to Neurocrine Biosciences, Inc., and April 3, 1996, with respect to Neuroscience Pharma (NPI) Inc., in the Registration Statement (Form S-1 dated May 23, 1996) and related Prospectus of Neurocrine Biosciences, Inc. for the registration of 575,000 shares of its common stock.

ERNST & YOUNG LLP

San Diego, California
May 22, 1996