$\square$ 

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average burden										
hours par response:	0 5									

1. Name and Address of Reporting Person*           BENEVICH ERIC           (Last)         (First)         (Middle)           12780 EL CAMINO REAL         (Middle)			2. Issuer Name and Ticker or Trading Symbol <u>NEUROCRINE BIOSCIENCES INC</u> [ NBIX ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (spect below) below)				
		(midule)	3. Date of Earliest Transaction (Month/Day/Year) 02/05/2019		Chief Commercial Officer			
(Street) SAN DIEGO	CA	92130	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filir Form filed by One Rep Form filed by More tha	porting Person		
(City)	(State)	(Zip)			Person	, and the spectrum of the spec		

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/05/2019		<b>S</b> <sup>(1)</sup>		602	D	<b>\$88.0825</b> <sup>(2)</sup>	17,595	D	
Common Stock	02/05/2019		S <sup>(3)</sup>		755	D	<b>\$</b> 87.9484 <sup>(4)</sup>	19,015	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
										Amount			Transaction(s) (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Number of Shares				

#### Explanation of Responses:

1. Sale of 602 shares of common stock issued upon vesting of 1,537 restricted stock units on February 5, 2019 to cover payroll and withholding taxes, with the balance of the shares (935) 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 at least 90 days prior to the transaction date in Box 2 above. 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 \$87.46 to \$88.58. 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.

Sale of 755 shares of common stock issued upon vesting of 2,175 restricted stock units on February 5, 2019 to cover payroll and withholding taxes, with the balance of the shares (1,420) 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 at least 90 days prior to the transaction date in Box 2 above. Additionally, Issuer policy restricts the Reporting Person from amending or otherwise modifying any 10b5-1 trading plan subsequent to adoption of the plan.
 Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$87.46 to \$88.42. The Reporting Person has provided to the issuer, and will

4. Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$87.46 to \$88.42. 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.

/s/ Darin Lippoldt, Attorney-in-02/06/2019

<u>Fact</u>

\*\* 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.