

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-3
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)2836
(Primary Standard Industrial
Classification Code Number)33-0525145
(I.R.S. Employer
Identification Number)10555 Science Center Drive
San Diego, California 92121
(858) 658-7600

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Agent for Service:
Gary A. Lyons
President and Chief Executive Officer
Neurocrine Biosciences, Inc.
10555 Science Center Drive
San Diego, California 92121
(858) 658-7600**Copies to:**
Scott N. Wolfe, Esq
Robert E. Burwell, Esq
Latham & Watkins LLP
12636 High Bluff Drive, Suite 300
San Diego, California 92130
(858) 523-5400

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

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, as amended, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

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. [X] 333-105917

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 statement 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 Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Preferred Stock, par value \$0.001 per share, and Common Stock, par value \$0.001 per share (3)(4)	\$28,562,500	\$2,311

(1) Estimated solely for purposes of calculating the registration fee, which is calculated in accordance with Rule 457(o) of the rules and regulations under the Securities Act. Rule 457(o) permits the registration fee to be calculated on the basis of the maximum offering price of all of the securities listed and, therefore, the table does not specify by each class information as to the amount to be registered, the proposed maximum offering price per unit or the proposed maximum aggregate offering price.

(2) Amount calculated pursuant to Section 6(b) under the Securities Act.

(3) This registration statement also covers such indeterminate number of securities that may be issued upon exchange for, or upon conversion of, as the case may be, the securities registered hereunder.

(4) Each share of common stock includes a right to purchase one one-thousandth of a share of Series A Participating preferred stock, par value \$0.001 per share.

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Explanatory Note

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature pages, an exhibit index, an accountant's consent and an opinion of counsel. Pursuant to Rule 462(b), the contents of our registration statement on Form S-3 (File No. 333-105917), including the exhibits thereto (the "Initial Registration Statement"), are incorporated by reference into this registration statement. This registration statement covers the registration of an additional \$28,562,500 aggregate offering price of our preferred stock and common stock for sale in the offering related to the Initial Registration Statement. Such additional shares of preferred stock and common stock are being sold by us.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Neurocrine Biosciences, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 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 September 11, 2003.

Neurocrine Biosciences, Inc.

By: /s/ GARY A. LYONS

Gary A. Lyons
President, Chief Executive Officer and Director

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>
<hr/> /s/ GARY A. LYONS Gary A. Lyons	President, Chief Executive Officer and Director (Principal Executive Officer)	September 11, 2003
<hr/> /s/ PAUL W. HAWRAN Paul W. Hawran	Chief Financial Officer (Principal Financial and Accounting Officer)	September 11, 2003
<hr/> /s/ JOSEPH A. MOLLICA Joseph A. Mollica	Chairman of the Board of Directors	September 11, 2003
<hr/> /s/ W. THOMAS MITCHELL W. Thomas Mitchell	Director	September 11, 2003
<hr/> /s/ RICHARD F. POPS Richard F. Pops	Director	September 11, 2003
<hr/> /s/ STEPHEN A. SHERWIN Stephen A. Sherwin	Director	September 11, 2003
<hr/> Lawrence Steinman	Director	September 11, 2003
<hr/> /s/ WYLIE W. VALE Wylie W. Vale	Director	September 11, 2003

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Latham & Watkins LLP
23.1	Consent of Latham & Watkins LLP (reference is made to Exhibit 5.1)
23.2	Consent of Ernst & Young LLP, Independent Auditors

[LATHAM & WATKINS LLP LETTERHEAD]

September 11, 2003

File No. 027564-0011

Neurocrine Biosciences, Inc.
10555 Science Center Drive
San Diego, California 92121

Re: \$28,562,500 Aggregate Offering Price of Securities of Neurocrine
Biosciences, Inc.

Ladies and Gentlemen:

In connection with the registration statement on Form S-3 (the "Registration Statement") to be filed by Neurocrine Biosciences, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), which registration statement incorporates by reference the contents of the registration statement (file no. 333-105917) filed by the Company, including the exhibits therewith (the "Initial Registration Statement"), you have requested our opinion with respect to the matters set forth below.

You have provided us with a prospectus (the "Prospectus"), which is a part of the Initial Registration Statement. The Prospectus provides that it will be supplemented in the future by one or more supplements to the Prospectus (each, a "Prospectus Supplement"). In connection with the Registration Statement, the Prospectus as supplemented by various Prospectus Supplements will provide for the registration by the Company of up to \$28,562,500 aggregate offering price of (i) shares of preferred stock, par value \$0.001 per share (the "Preferred Stock"), (ii) shares of common stock, par value \$0.001 per share (the "Common Stock"), or (iii) any combination of the foregoing (collectively, the "Securities"). Any series of Preferred Stock may be convertible and/or exchangeable for Common Stock or another series of Preferred Stock.

In our capacity as your special counsel in connection with such registration, we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization and issuance of the Securities. For the purposes of this opinion, we have assumed that proceedings to be taken in the future will be timely completed in the manner proposed and that the terms of each issuance of the Securities will otherwise be in compliance with law. In addition, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter.

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In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as copies. We have been furnished with, and with your consent have relied upon, certificates of officer(s) of the Company with respect to certain factual matters. In addition, we have obtained and relied upon such certificates and assurances from public officials as we have deemed necessary.

We are opining herein as to the effect on the subject transaction only of the General Corporation Law of the State of Delaware and we express no opinion with respect to the applicability thereto, or the effect thereon, of any other laws, or as to any matters of municipal law or the laws of any other local agencies within the state.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof:

1. When (a) the Registration Statement and any required post-effective amendments thereto and any and all Prospectus Supplement(s) required by applicable laws have all become effective under the Securities Act and (b) a series of Preferred Stock has been duly established in accordance with the terms of the Company's Restated Certificate of Incorporation (the "Certificate of Incorporation") and applicable law, and upon adoption by the Board of Directors of the Company or a committee thereof of a resolution with respect to the issuance and sale of the Preferred Stock in form and content as required by applicable law, and upon issuance and delivery of and payment of legal consideration in excess of the par value thereof for shares of Preferred Stock in the manner contemplated by the Registration Statement, the Prospectus and the related Prospectus Supplement(s) and by such resolution, and assuming that (i) the terms of such shares are as described in the Registration Statement, the Prospectus and the related Prospectus Supplement(s), (ii) at the time of issuance of such shares, the Company has a sufficient number of authorized but unissued shares under the Company's Restated Certificate of Incorporation, (iii) such shares do not violate any law applicable to the Company or result in a default under or breach of any agreement or investment binding upon the Company, and (iv) such shares comply with all requirements and restrictions, if any, applicable to the Company, whether imposed by any court or governmental or regulatory body having jurisdiction over the Company, such shares of Preferred Stock (including any Preferred Stock duly issued upon the exchange or conversion of any shares of Preferred Stock that are exchangeable or convertible into another series of Preferred Stock) will be validly issued, fully paid and nonassessable.

2. When the Registration Statement and any required post-effective amendments thereto and any and all Prospectus Supplement(s) required by applicable laws have all become effective under the Securities Act, and upon adoption by the Board of Directors of the Company or a duly formed committee thereof of a resolution in form and content as required by applicable law and upon issuance and delivery of and payment of legal consideration in excess of the par value thereof for shares of Common Stock in the manner contemplated by the Registration Statement, the Prospectus and the related Prospectus Supplement(s) and by such resolution, and assuming that (i) the terms of such shares are as described in the Registration Statement, the Prospectus and the related Prospectus Supplement(s), (ii) at the time of issuance of such shares, the Company has a sufficient number of authorized but unissued shares under the

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Company's Restated Certificate of Incorporation, and (iii) such shares comply with all requirements and restrictions, if any, applicable to the Company, whether imposed by any court or governmental or regulatory body having jurisdiction over the Company, such shares of Common Stock (including any Common Stock duly issued upon the exchange or conversion of shares of Preferred Stock that are exchangeable or convertible into Common Stock) will be validly issued, fully paid and nonassessable.

We consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to our firm contained under the heading "Legal Matters" in the Prospectus and any Prospectus Supplement.

Very truly yours,

/s/ LATHAM & WATKINS LLP

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" in the Registration Statement previously filed on Form S-3 (333-105917) and related Prospectus and Prospectus Supplement of Neurocrine Biosciences, Inc. for the registration of its common stock and to the incorporation by reference therein of our report dated January 24, 2003, with respect to the financial statements of Neurocrine Biosciences, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2002, filed with the Securities and Exchange Commission, which Registration Statement has been incorporated by reference into the Registration Statement on Form S-3 dated on or about September 11, 2003.

/s/ ERNST & YOUNG LLP

San Diego, California
September 10, 2003