

As filed with the Securities and Exchange Commission on August 4, 2022

Registration No. 333-

**UNITED STATES  
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**

(State or Other Jurisdiction of Incorporation or Organization)

**33-0525145**

(I.R.S. Employer Identification No.)

**12780 El Camino Real  
San Diego, CA 92130**  
(Address of Principal Executive Offices)

**Neurocrine Biosciences, Inc. 2020 Equity Incentive Plan  
Neurocrine Biosciences, Inc. 2018 Employee Stock Purchase Plan**  
(Full Title of the Plan)

**Kevin C. Gorman, Ph.D.  
Chief Executive Officer  
Neurocrine Biosciences, Inc.  
12780 El Camino Real  
San Diego, CA 92130**  
(Name and Address of Agent for Service)

**(858) 617-7600**  
(Telephone Number, Including Area Code, of Agent for Service)

**Copies to:**

**Darin M. Lippoldt**  
**Chief Legal Officer**  
**Neurocrine Biosciences, Inc.**  
**12780 El Camino Real**  
**San Diego, CA 92130**  
**(858) 617-7600**

**Jason L. Kent, Esq.**  
**Carlos A. Ramirez, Esq.**  
**Cooley LLP**  
**4401 Eastgate Mall**  
**San Diego, CA 92121**  
**(858) 550-6000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**INCORPORATION BY REFERENCE OF CONTENTS  
OF REGISTRATION STATEMENTS ON FORM S-8**

This Registration Statement on Form S-8 is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements on Form S-8 relating to the same benefit plans are effective. This Registration Statement on Form S-8 registers the offer and sale of (i) an additional 5,900,000 shares of the Registrant's common stock for issuance under the Neurocrine Biosciences, Inc. 2020 Equity Incentive Plan (the "**2020 Plan**") and (ii) an additional 600,000 shares of the Registrant's common stock for issuance under the Neurocrine Biosciences, Inc. 2018 Employee Stock Purchase Plan (the "**2018 ESPP**"). The Registrant previously registered shares of its common stock for issuance under the 2020 Plan on August 3, 2020 (File No. 333-240301). The Registrant previously registered shares of its common stock for issuance under the 2018 ESPP on August 22, 2018 (File No. 333-226971). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

**ITEM 8. EXHIBITS.**

<b>Exhibit</b>	<b>Description</b>
3.1	<a href="#">Certificate of Incorporation, as amended. (1)</a>
3.2	<a href="#">Bylaws, as amended. (2)</a>
4.1	Reference is made to Exhibits <a href="#">3.1</a> and <a href="#">3.2</a> .
4.2	<a href="#">Form of Common Stock Certificate of the Registrant. (3)</a>
4.3	<a href="#">Indenture, dated as of May 2, 2017, by and between the Registrant and U.S. Bank National Association, as Trustee. (4)</a>
4.4	<a href="#">First Supplemental Indenture, dated as of December 22, 2021, by and between the Registrant and U.S. Bank National Association, as Trustee. (5)</a>
4.5	<a href="#">Form of Note representing the Registrant's 2.25% Convertible Notes due 2024. (6)</a>
5.1	<a href="#">Opinion of Cooley LLP.</a>
23.1	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1 filed herewith).</a>
23.2	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>
24.1	<a href="#">Power of Attorney (included on the signature page hereto).</a>
99.1	<a href="#">Neurocrine Biosciences, Inc. 2020 Equity Incentive Plan, as amended and restated. (7)</a>
99.2	<a href="#">Form of Stock Option Grant Notice and Option Agreement for use under the Neurocrine Biosciences, Inc. 2020 Equity Incentive Plan, and Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement for use under the Neurocrine Biosciences, Inc. 2020 Equity Incentive Plan. (8)</a>
99.3	<a href="#">Neurocrine Biosciences, Inc. 2018 Employee Stock Purchase Plan, as amended and restated. (9)</a>
107	<a href="#">Filing Fee Table</a>

(1) Incorporated by reference to Exhibit 3.1 of the Registrant's Quarterly Report on Form 10-Q filed on November 5, 2018.

(2) Incorporated by reference to Exhibit 3.2 of the Registrant's Quarterly Report on Form 10-Q filed on May 5, 2021.

(3) Incorporated by reference to the Registrant's Registration Statement on Form S-1 (Registration No. 333-03172).

(4) Incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed on May 2, 2017.

(5) Incorporated by reference to Exhibit 4.3 of the Registrant's Annual Report on Form 10-K filed on February 11, 2022.

(6) Incorporated by reference to Exhibit 99.1 of the Registrant's Current Report on Form 8-K filed on May 2, 2017.

(7) Incorporated by reference to Exhibit 10.2 of the Registrant's Quarterly Report on Form 10-Q filed on August 4, 2022.

(8) Incorporated by reference to Exhibit 10.17 of the Registrant's Annual Report on Form 10-K filed on February 11, 2022.

(9) Incorporated by reference to Exhibit 10.3 of the Registrant's Quarterly Report on Form 10-Q filed on August 4, 2022.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant 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 August 4, 2022.

### NEUROCRINE BIOSCIENCES, INC.

By: /s/ Kevin C. Gorman  
Kevin C. Gorman, Ph.D.  
*Chief Executive Officer*

## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints KEVIN C. GORMAN, PH.D., and DARIN LIPPOLDT, and each or either of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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>
<u>/s/ Kevin C. Gorman</u> Kevin C. Gorman, Ph.D.	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	August 4, 2022
<u>/s/ Matthew C. Abernethy</u> Matthew C. Abernethy	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	August 4, 2022
<u>/s/ William H. Rastetter</u> William H. Rastetter, Ph.D.	Chairman of the Board of Directors	August 4, 2022
<u>Gary A. Lyons</u>	Director	
<u>/s/ Johanna Mercier</u> Johanna Mercier	Director	August 4, 2022
<u>/s/ George J. Morrow</u> George J. Morrow	Director	August 4, 2022
<u>/s/ Leslie V. Norwalk</u> Leslie V. Norwalk	Director	August 4, 2022
<u>Richard F. Pops</u>	Director	
<u>/s/ Shalini Sharp</u> Shalini Sharp	Director	August 4, 2022
<u>/s/ Stephen A. Sherwin</u> Stephen A. Sherwin, M.D.	Director	August 4, 2022

## Calculation of Filing Fee Table

## Form S-8

## Neurocrine Biosciences, Inc.

Table 1 – Newly Registered Securities								
	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to be Paid	Equity	Common stock, \$0.001 par value per share, 2020 Equity Incentive Plan	Other <sup>(2)</sup>	5,900,000 <sup>(3)</sup>	\$93.18 <sup>(2)</sup>	\$549,762,000	0.0000927	\$50,962.94
Fees to be Paid	Equity	Common stock, \$0.001 par value per share, 2018 Employee Stock Purchase Plan	Other <sup>(4)</sup>	600,000 <sup>(5)</sup>	\$79.20 <sup>(4)</sup>	\$47,520,000	0.0000927	\$4,405.10
<b>Total Offering Amounts</b>					—	\$597,282,000	—	\$55,368.04
<b>Total Fees Previously Paid</b>					—	—	—	—
<b>Total Fees Offsets</b>					—	—	—	—
<b>Net Fee Due</b>					—	—	—	\$55,368.04

(1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of common stock of Neurocrine Biosciences, Inc. (the “**Registrant**”) that become issuable under the Registrant’s 2020 Equity Incentive Plan (the “**2020 Plan**”) and the Registrant’s 2018 Employee Stock Purchase Plan (the “**2018 ESPP**”) by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s common stock, as applicable.

(2) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$93.18 per share of common stock, which represents the average of the high and low prices of the Registrant’s common stock as reported on The Nasdaq Global Select Market on July 29, 2022.

(3) Represents 5,900,000 additional shares of Registrant’s common stock that were added to the shares authorized for issuance under the 2020 Plan on May 18, 2022 pursuant to approval of the stockholders at the 2022 Annual Meeting of Stockholders.

(4) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$79.20 per share of common stock, which represents the average of the high and low prices of the Registrant’s common stock as reported on The Nasdaq Global Select Market on July 29, 2022, multiplied by 85%, which is the percentage of the price per share applicable to shares issued under the 2018 ESPP.

(5) Represents 600,000 additional shares of Registrant’s common stock that were added to the shares authorized for issuance under the 2018 ESPP on May 18, 2022 pursuant to approval of the stockholders at the 2022 Annual Meeting of Stockholders.



Carlos A. Ramirez  
+1 858 550 6157  
cramirez@cooley.com

August 4, 2022

Neurocrine Biosciences, Inc.  
12780 El Camino Real  
San Diego, CA 92130

Ladies and Gentlemen:

You have requested our opinion, as counsel to Neurocrine Biosciences, Inc., a Delaware corporation (the “**Company**”), with respect to certain matters in connection with the filing by the Company of a Registration Statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission, covering the offering of up to 6,500,000 shares (the “**Shares**”) of the Company’s Common Stock, \$0.001 par value (“**Common Stock**”), consisting of (i) 5,900,000 shares of Common Stock pursuant to the Company’s 2020 Equity Incentive Plan (as amended and restated, the “**EIP**”), and (ii) 600,000 shares of Common Stock pursuant to the Company’s 2018 Employee Stock Purchase Plan (together with the EIP, the “**Plans**”).

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectuses, the Plans, the Company’s certificate of incorporation and bylaws, each as currently in effect, and originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness of such documents. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and the related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Carlos A. Ramirez

Carlos A. Ramirez

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Neurocrine Biosciences, Inc. 2020 Equity Incentive Plan and Neurocrine Biosciences, Inc. 2018 Employee Stock Purchase Plan of our reports dated February 11, 2022, with respect to the consolidated financial statements of Neurocrine Biosciences, Inc. and the effectiveness of internal control over financial reporting of Neurocrine Biosciences, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California

August 4, 2022