

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)

NEUROCRINE BIOSCIENCES, INC.
(Name of Issuer)

Common Stock, No Par Value
(Title of Class of Securities)

64125C109
(CUSIP Number)

Wayne P. Merkelson, Esq.
Novartis Corporation
564 Morris Avenue
Summit, NJ 07901-1398
Telephone: (908) 522-6777
(Name, Address and Telephone Number of
Person Authorized to Receive Notices and
Communications)

Copy to:

Spencer D. Klein, Esq.
Shearman & Sterling
599 Lexington Avenue
New York, New York 10022
Telephone: (212) 848-4000

December 10, 1999
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

CUSIP No. 64125C109

-
- | | | |
|---|---|-------------|
| 1) | Names of Reporting Person
S.S. or I.R.S. Identification No. of Above Person | |
| | Novartis AG | |
| 2) | Check the Appropriate Box if a Member of a Group | |
| | (a) <input type="checkbox"/> | |
| | (b) <input type="checkbox"/> | |
| 3) | SEC Use Only | |
| 4) | Source of Funds (See Instructions) | 00 |
| 5) | Check if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e) <input type="checkbox"/> | |
| 6) | Citizenship or Place of Organization | Switzerland |
| | (7) Sole Voting Power | 0 |
| Number of Shares
Beneficially
Owned by Each | (8) Shared Voting Power | 0 |
-

Reporting Person	(9) Sole Dispositive Power	0
With	(10) Shared Dispositive Power	0
11)	Aggregate Amount Beneficially Owned by Each Reporting Person	0
12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) []	
13)	Percent of Class Represented by Amount in Row (11)	0%
14)	Type of Reporting Person (See Instructions)	C0

1)	Names of Reporting Person S.S. or I.R.S. Identification No. of Above Person	
	Novartis Pharmaceuticals Corporation	
2)	Check the Appropriate Box if a Member of a Group (a) [] (b) []	
3)	SEC Use Only	
4)	Source of Funds (See Instructions)	00
5)	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) []	
6)	Citizenship or Place of Organization	Delaware
	(7) Sole Voting Power	0
	(8) Shared Voting Power	0
	(9) Sole Dispositive Power	0
	(10) Shared Dispositive Power	0
11)	Aggregate Amount Beneficially Owned by Each Reporting Person	0
12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) []	
13)	Percent of Class Represented by Amount in Row (11)	0%
14)	Type of Reporting Person (See Instructions)	C0

Item 1. Security and Issuer

This Amendment No. 2 amends the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission on June 10, 1996 by Ciba-Geigy Limited and subsequently amended on January 23, 1998. This Amendment No. 2 to Schedule 13D relates to shares of common stock, no par value (the "Common Stock"), of Neurocrine Biosciences, Inc. (the "Issuer"). The principal executive office and mailing address of the Issuer is 10555 Science Center Drive, San Diego, California 92121. The following amendments to Items 4 and 5 are hereby made. Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Schedule 13D.

Item 4. Purpose of Transaction.

In a series of transactions culminating on December 10, 1999, Novartis AG and Novartis Pharmaceuticals Corporation have sold all their interests in the Common Stock.

Item 5. Interest in Securities of the Issuer.

(a) Novartis owns, beneficially or otherwise, no shares of Common Stock, and Novartis Pharmaceuticals Corporation owns, beneficially or otherwise, no shares of Common Stock.

(b) Not applicable.

(c) Novartis AG sold all of its shares of Common Stock in the following transactions: 49,000 shares sold at a price of \$16.523 per share on December 6, 1999; and 1,121,353 shares sold at a price of \$14 per share on December 10, 1999.

Novartis Pharmaceuticals Corporation sold all of its shares of Common Stock in the following transactions: 25,000 shares sold at a price of \$4.9375 per share on October 20, 1998; 10,000 shares sold at a price of \$5 per share on October 21, 1998; and 307,559 shares sold at a price of \$15.1489 per share on December 2, 1999.

All of these transactions were effected through sales on the open market.

(d) Not applicable.

(e) On December 10, 1999, Novartis AG ceased to be the beneficial owner of more than five percent of the Common Stock.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 14, 1999

NOVARTIS AG

By /s/ J. Vierkotter

Name: J. Vierkotter
Title: Signatory

By /s/ F. Eichhorn

Name: F. Eichhorn
Title: Signatory

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 14, 1999

NOVARTIS PHARMACEUTICALS
CORPORATION

By /s/ Wayne P. Merkelson

Name: Wayne P. Merkelson
Title: Vice President & Assistant
Secretary