SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 Instruction 1(b) 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person' (Check all applicable) **NEUROCRINE BIOSCIENCES INC ROBERTS EIRY** Director 10% Owner NBIX] Officer (give title Other (specify Х below) below) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) **Chief Medical Officer** 02/07/2022 12780 EL CAMINO REAL 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable (Street) Line) SAN DIEGO 92130 Form filed by One Reporting Person CA X Form filed by More than One Reporting Person (City) (State) (Zip)

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)		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(1150.4)
Common Stock	02/07/2022		S ⁽¹⁾		1,623	D	\$80.7676 ⁽²⁾	22,741	D	
Common Stock	02/07/2022		S ⁽³⁾		1,121	D	\$80.7975 ⁽⁴⁾	23,746	D	
Common Stock	02/08/2022		S ⁽⁵⁾		980	D	\$79.521 ⁽⁶⁾	24,625	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)				6. Date Exerc Expiration Da (Month/Day/Y	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 Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Sale of 1,623 shares of common stock issued upon vesting of 3,085 restricted stock units on February 7, 2022 to cover payroll and withholding taxes, with the balance of the shares (1,462) 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 60 days prior to the transaction date in Box 3 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 \$79.76 to \$81.35. 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

3. Sale of 1,121 shares of common stock issued upon vesting of 2,126 restricted stock units on February 7, 2022 to cover payroll and withholding taxes, with the balance of the shares (1,005) 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 60 days prior to the transaction date in Box 3 above. Additionally, Issuer policy restricts the Reporting Person from amending or otherwise modifying any 10b5-1 trading plan subsequent to adoption of the plan. 4. Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$79.99 to \$81.36 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

5. Sale of 980 shares of common stock issued upon vesting of 1,859 restricted stock units on February 8, 2022 to cover payroll and withholding taxes, with the balance of the shares (879) 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 60 days prior to the transaction date in Box 3 above. Additionally, Issuer policy restricts the Reporting Person from amending or otherwise modifying any 10b5-1 trading plan subsequent to adoption of the plan. 6. Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$79.10 to \$79.96 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

Remarks:

/s/ Darin Lippoldt, Attorneyin-Fact

02/09/2022

** 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.

