SEC Form 4

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(Street) SAN DIEGO

(City)

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).

(State)

(Zip)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

Form filed by More than One Reporting

Person

Instruction 1(b).			d pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940			
1. Name and Addre BENEVICH	ess of Reporting Perso ERIC	n*	2. Issuer Name and Ticker or Trading Symbol <u>NEUROCRINE BIOSCIENCES INC</u> [NBIX]		tionship of Reporting P all applicable) Director Officer (give title below)	erson(s) to Issuer 10% Owner Other (specify below)
(Last) 12780 EL CAM	(First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year) 02/05/2016		Chief Commerce	,
(Street)	СА	92130	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Fil	

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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)

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. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ed nstr.	6. Date Exerc Expiration Da (Month/Day/Y	ate	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				
Restricted Stock Unit	(1)	02/05/2016		Α	v	8,700		(2)	(2)	Common Stock	8,700	\$0.00	8,700	D	
Stock Option	\$35.99	02/05/2016		Α	v	41,200		(3)	02/05/2026	Common Stock	41,200	\$0.00	41,200	D	
Restricted Stock Unit	(1)	02/05/2016		Α	v	20,500		(4)	02/05/2020	Common Stock	20,500	\$0.00	20,500	D	

Explanation of Responses:

1. Each Restricted Stock Unit represents a contingent right to receive one share of the Neurocrine Common Stock.

2. The Restricted Stock Units will vest annually at 1/4 of the units vesting on each of February 5, 2017, February 5, 2018, February 5, 2019, and February 5, 2020.

3. Represents option of which 1/48th of the shares underlying the option becomes vested and exercisable on March 5, 2016 and an additional 1/48th of the shares underlying the option becomes vested and excercisable each month thereafter.

4. Performance Restricted Stock Units ("PRSU") will vest upon the date the Company has achieved both (1) obtaining positive pivotal clinical trial data for the treatment of Tourette syndrome with valbenazine and (2) FDA acceptance of a New Drug Application for the treatment of Tourette syndrome with valbenazine.

Remarks:

<u>/s/ Darin Lippoldt, Attorney-In-</u> 02/09/2016

Fact

** 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.