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. Inducement Plan (Full Title of the Plan)

Kevin C. Gorman
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

Non-accelerated filer

 \square (Do not check if a smaller reporting company)

Jason L. Kent, Esq.
Nathan J. Nouskajian, 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, or a smaller reporting company.
See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ✓ Accelerated

Accelerated filer \square Smaller reporting company \square

CALCULATION OF REGISTRATION FEE

		Proposed	D 134 '	
Title of Each Class of Securities to	Amount to be	Maximum Offering	Proposed Maximum Aggregate	Amount of
be Registered	Registered (1)	Price per Share (2)	Offering Price (2)	Registration Fee
Common Stock (par value \$0.001 per share) issuable under				
Inducement Plan	282,506 shares (3)	\$42.55	\$12,020,631	\$1,394

- Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "*Securities Act*"), this registration statement shall also cover any additional shares of the Registrant's common stock that may become issuable under the Neurocrine Biosciences, Inc. Inducement Plan (the "*Inducement Plan*") by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Pursuant to Rule 457(h)(1) of the Securities Act, the price per share and aggregate offering price are based upon the exercise price of stock options, the exercise of which will result in the issuance of the Registrant's common stock being registered hereunder.
- (3) Represents shares of the Registrant's common stock that were added to the Inducement Plan pursuant to a share reserve increase approved by the Registrant's Board of Directors and made effective on February 1, 2017.

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 plan are effective. This Registration Statement on Form S-8 registers the offer and sale of an additional 282,506 shares of the Registrant's common stock for issuance under the Inducement Plan. The Registrant previously registered shares of its common stock for issuance under the Inducement Plan on November 4, 2014 (File No. 333-199837) and July 29, 2015 (File No. 333-205933). 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.

Exhibits:	<u>Description</u>
3.1	Certificate of Incorporation (1)
3.2	Certificate of Amendment to Certificate of Incorporation (1)
3.3	Bylaws, as amended (1)
3.4	Certificate of Amendment of Bylaws (2)
4.1	Reference is made to Exhibits 3.1, 3.2 and 3.3.
4.2	Form of Common Stock Certificate of the Registrant. (3)
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (included in Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on the signature page hereto).
99.1	Neurocrine Biosciences, Inc. Inducement Plan, as amended. (4)
99.2	Form of Stock Option Grant Notice and Option Agreement for use under the Neurocrine Biosciences, Inc. Inducement Plan, and Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Agreement for use under the Neurocrine Biosciences, Inc. Inducement Plan. (5)

⁽¹⁾ Incorporated by reference to Exhibits 3.1 and 3.2 to the Registrant's Current Report on Form 8-K filed with the SEC on May 24, 2016, Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on October 2, 2015, and Exhibits 3.1, 3.2 and 3.3 to the Registrant's Annual Report on Form 10-K filed with the SEC on February 8, 2013.

- (2) Incorporated by reference to the Registrant's Current Report on Form 8-K filed with the SEC on September 23, 2016.
- (3) Incorporated by reference to the Registrant's Registration Statement on Form S-1 (Registration No. 333-03172).
- (4) Incorporated by reference to the Registrant's Current Report on Form 8-K filed with the SEC on January 6, 2017.
- (5) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on July 29, 2015.

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 February 14, 2017.

NEUROCRINE BIOSCIENCES, INC.

By: /s/ Kevin C. Gorman

Kevin C. Gorman

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 M. 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.

Signature	<u>Title</u>	<u>Date</u>
/s/ Kevin C. Gorman Kevin C. Gorman	Chief Executive Officer and Director (Principal Executive Officer)	February 14, 2017
/s/ Timothy P. Coughlin Timothy P. Coughlin	Chief Financial Officer (Principal Financial and Accounting Officer)	February 14, 2017
/s/ William H. Rastetter William H. Rastetter	Chairman of the Board of Directors	February 14, 2017
/s/ Gary A. Lyons Gary A. Lyons	Member of the Board of Directors	February 14, 2017
/s/ Joseph A. Mollica Joseph A. Mollica	Member of the Board of Directors	February 14, 2017
/s/ George J. Morrow George J. Morrow	Member of the Board of Directors	February 14, 2017
/s/ Corinne H. Nevinny Corinne H. Nevinny	Member of the Board of Directors	February 14, 2017
/s/ Richard F. Pops Richard F. Pops	Member of the Board of Directors	February 14, 2017
/s/ Alfred W. Sandrock, Jr. Alfred W. Sandrock, Jr.	Member of the Board of Directors	February 14, 2017
/s/ Stephen A. Sherwin Stephen A. Sherwin	Member of the Board of Directors	February 14, 2017

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Jason L. Kent T: +1 858 550 6044 jkent@cooley.com

February 14, 2017

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 282,506 shares of the Company's Common Stock, \$0.001 par value (the "*Shares*"), pursuant to the Company's Inducement Plan (the "*Inducement Plan*").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectus, the Inducement Plan, the Company's Certificate of Incorporation and Bylaws, each as amended and currently in effect, and the 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 and authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction other than Delaware is applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state antifraud law, rule or regulation relating to securities, or to the sale or issuance thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in accordance with the Inducement Plan, the Registration Statement and related prospectus, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to certain 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/ Jason L. Kent

Jason L. Kent

4401 EASTGATE MALL, SAN DIEGO, CA 92121 T: (858) 550-6000 F: (858) 550-6420 WWW.COOLEY.COM

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. Inducement Plan of our reports dated February 14, 2017, 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, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California February 14, 2017