# SEC Form 4

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# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
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| Section 16. Form 4 or Form 5           |
| obligations may continue. See          |
| Instruction 1(b).                      |

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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|  |         |          | or Section 30(h) of the Investment Company Act of 1940                                 |                        | <u> </u>   |  |  |
|--|---------|----------|--|------------------------|--|--|--|
| 1. Name and Address of Reporting Person*<br>Lloyd-Smith Malcolm<br>(Last) (First) (Middle)<br>12780 EL CAMINO REAL |         | rson*    | 2. Issuer Name and Ticker or Trading Symbol <u>NEUROCRINE BIOSCIENCES INC</u> [ NBIX ] |                        | tionship of Reporting Pers<br>all applicable)<br>Director<br>Officer (give title<br>below) | on(s) to Issuer<br>10% Owner<br>Other (specify<br>below) |  |
|  |         | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/05/2016                            |                        | Chief Regulatory Officer   |  |  |
| (Street)<br>SAN DIEGO  | СА      | 92130    | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               | 6. Indiv<br>Line)<br>X | idual or Joint/Group Filing<br>Form filed by One Repo<br>Form filed by More than           | orting Person  |  |
| (City)   | (State) | (Zip)    |  |                        | Person   |  |  |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Transaction<br>Code (Instr. |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and<br>5) |               |       | Securities<br>Beneficially<br>Owned Following  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|-----------------------------|---|---|---------------|-------|--|---|---|
|                                 |  |   | Code                        | v | Amount  | (A) or<br>(D) | Price | Reported<br>Transaction(s)<br>(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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of     |     | 6. Date Exerc<br>Expiration Da<br>(Month/Day/Y | ate                | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | Derivative<br>Security | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|--------|-----|--|--------------------|---|--|------------------------|--|--|--|
|   |   |  |   | Code                         | v | (A)    | (D) | Date<br>Exercisable                            | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |                        |  |  |  |
| Restricted<br>Stock Unit                            | (1)   | 02/05/2016                                 |   | Α                            | v | 7,700  |     | (2)  | (2)                | Common<br>Stock   | 7,700                                  | \$0.00                 | 7,700  | D  |  |
| Stock<br>Option                                     | \$35.99   | 02/05/2016                                 |   | Α                            | v | 36,400 |     | (3)  | 02/05/2026         | Common<br>Stock   | 36,400                                 | \$0.00                 | 36,400   | D  |  |
| Restricted<br>Stock Unit                            | (1)   | 02/05/2016                                 |   | Α                            | v | 20,500 |     | (4)  | 02/05/2020         | Common<br>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.