

NEUROCRINE BIOSCIENCES INC
 Form 4
 February 08, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GORMAN KEVIN CHARLES

2. Issuer Name and Ticker or Trading Symbol
NEUROCRINE BIOSCIENCES INC [NBIX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 12780 EL CAMINO REAL
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

SAN DIEGO, CA 92130

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/06/2017		S ⁽¹⁾		3,010	D	\$ 43.18 <u>(2)</u>
Common Stock	02/08/2017		M		64,161	A	\$ 2.59

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Stock Option	\$ 43.24	02/06/2017		A	207,400	(3) 02/06/2027	Common Stock 20
Restricted Stock Option	(4)	02/06/2017		A	33,400	(5) (5)	Common Stock 3
Employee Stock Option (Right to Buy)	\$ 2.59	02/08/2017		M	64,161	(6) 05/11/2017	Common Stock 6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORMAN KEVIN CHARLES 12780 EL CAMINO REAL SAN DIEGO, CA 92130	X		Chief Executive Officer	

Signatures

/s/ Darin Lippoldt,
Attorney-In-Fact

02/08/2017

**Signature of Reporting Person Date

Explanation of Responses:

* 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).

Sale of 3010 shares of common stock issued upon vesting of 5750 restricted stock units to cover withholding taxes with the balance of the shares (2740) 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 90 days prior to the transaction date in Box 3 above. Additionally, Issuer policy restricts the Reporting Person from amending, canceling, suspending or otherwise modifying any 10b5-1 trading plan subsequent to adoption of the plan.

Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$42.75 to \$43.50. 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.

Represents option of which 1/48th of the shares underlying the option becomes vested and exercisable on March 6, 2017 and an additional 1/48th of the shares underlying the option becomes vested and exercisable each month thereafter.

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- (4) Each Restricted Stock Unit represents a contingent right to receive one share of the Neurocrine Common Stock.
- (5) The Restricted Stock Units will vest annually at 1/4 of the units vesting on each of February 6, 2018, February 6, 2019, February 6, 2020, and February 6, 2021.
- (6) Option was granted May 11, 2010 and vested in 36 equal monthly installments beginning June 11, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.