INCYTE CORP
Form S-8
June 17, 2016

As filed with the Securities and Exchange Commission on June 17, 2016.

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

INCYTE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**94-3136539**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1801 Augustine Cut-Off **Wilmington, Delaware** (Address of Principal Executive Offices)	**19803** (Zip Code)

1997 EMPLOYEE STOCK PURCHASE PLAN OF

INCYTE CORPORATION

(Full title of the plan)

HERVÉ HOPPENOT
President and Chief Executive Officer
Incyte Corporation
1801 Augustine Cut-Off
Wilmington, Delaware
(302) 498-6700
(Name, address and telephone number, including area code, of agent for service)

Copy to:
STANTON D. WONG
Pillsbury Winthrop Shaw Pittman LLP
Four Embarcadero Center, 22nd Floor
San Francisco, California 94111
(415) 983-1000

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 x	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, $.001 par value per share	500,000 shares	$ 67.76	$ 33,880,000	$ 3,411.72

(1) Calculated pursuant to General Instruction E to Form S-8.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1), based upon 85% of the average of the high and low sales prices of the Registrant s Common Stock on The NASDAQ Stock Market on June 14, 2016. Pursuant to the ESPP, the purchase price of Common Stock will be at least 85% of the lower of the fair market value of the common stock on the first trading day of the offering period or on the exercise date.

INFORMATION REQUIRED PURSUANT

TO GENERAL INSTRUCTION E TO FORM S-8

General Instruction E Information

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

The Registrant s Form S-8 Registration Statements filed with the Securities and Exchange Commission on July 16, 1997 (File No. 333-31409), October 3, 2000 (File No. 333-47180), August 15, 2001 (File No. 333-67596), June 28, 2002 (File No. 333-91540), August 15, 2003 (File No. 333-108013), May 25, 2006 (File No. 333-134472), June 17, 2008 (File No. 333-151715), June 16, 2009 (File No. 333-160007), June 15, 2010 (File No. 333-167528) and June 15, 2011 (File No. 333-174919) are hereby incorporated by reference.

Part II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by Registrant with the Securities and Exchange Commission are hereby incorporated by reference in this Registration Statement:

(1) Registrant s Annual Report on Form 10-K for the year ended December 31, 2015, as amended by Form 10-K/A dated March 15, 2016;

(2) Registrant s Quarterly Report on Form 10-Q for the quarter ended March 31, 2016;

(3) Registrant s Current Reports on Form 8-K filed on January 19, 2016, January 26, 2016, February 29, 2016, April 6, 2016, April 18, 2016, May 27, 2016 and June 1, 2016; and

(4) The description of the Common Stock contained in Registrant s Registration Statement on Form 8-A filed January 5, 1996.

In addition, all documents subsequently filed by Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. The Registrant is not, however, incorporating, in each case, any documents or information that the Registrant is deemed to furnish and not file in accordance with Securities and Exchange Commission rules.

Item 8. **Exhibits**

Exhibit Number	Exhibit
5.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP.
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
23.2	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
23.3	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Wilmington, State of Delaware, on June 17, 2016.

INCYTE CORPORATION

By /s/ Hervé Hoppenot

Hervé Hoppenot
President and Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Hervé Hoppenot, David W. Gryska, and Eric H. Siegel, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her 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 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, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

Signature	Title	Date
/s/ Hervé Hoppenot **Hervé Hoppenot**	President and Chief Executive Officer (Principal Executive Officer) and Chairman	June 17, 2016
/s/ David W. Gryska **David W. Gryska**	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	June 17, 2016
/s/ Paul Trower **Paul Trower**	Vice President, Finance and Treasurer (Principal Accounting Officer)	June 17, 2016

/s/ Jean-Jacques Bienaimé **Jean-Jacques Bienaimé**	Director	June 17, 2016
/s/ Paul J. Clancy **Paul J. Clancy**	Director	June 17, 2016
Julian C. Baker	Director	June 17, 2016
Paul A. Brooke	Director	June 17, 2016
/s/ Wendy L. Dixon **Wendy L. Dixon**	Director	June 17, 2016
/s/ Paul A. Friedman **Paul A. Friedman**	Director	June 17, 2016

EXHIBIT INDEX

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