

NEUROCRINE BIOSCIENCES INC
Form SC 13G
January 05, 2010

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

**SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. __)***

NEUROCRINE BIOSCIENCES, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

64125C109

(CUSIP Number)

DECEMBER 22, 2009

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 64125C109

1 NAME OF REPORTING PERSONS
Venrock Healthcare Capital Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) p¹
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 4,044,789

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 4,044,789

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,044,789

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.2%²

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

¹ Venrock Healthcare Capital Partners, L.P., Venrock Co-Investment Holdings, LLC, VHCP Management, LLC, Anders Hove and Bryan Roberts are members of a group for purposes of this Schedule 13G.

² This percentage is calculated based upon the sum of (i) 39,206,876 shares of the Issuer's common stock outstanding as of October 27, 2009, as set forth in the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission on October 29, 2009, and (ii) 4,784,689 shares of the Issuer's common stock issued on December 22, 2009.

CUSIP No. 64125C109

1 NAME OF REPORTING PERSONS
Venrock Co-Investment Holdings, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) p¹
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 739,900

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 739,900

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
739,900

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.7%²

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

¹ Venrock Healthcare Capital Partners, L.P., Venrock Co-Investment Holdings, LLC, VHCP Management, LLC, Anders Hove and Bryan Roberts are members of a group for purposes of this Schedule 13G.

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CUSIP No. 64125C109

1 NAME OF REPORTING PERSONS
VHCP Management, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) ¹
(b) ^o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY
SHARED VOTING POWER
4,784,689²

7 EACH REPORTING PERSON
SOLE DISPOSITIVE POWER
0

WITH:
8 SHARED DISPOSITIVE POWER
4,784,689²

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,784,689²

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.9%³

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

¹ Venrock Healthcare Capital Partners, L.P., Venrock Co-Investment Holdings, LLC, VHCP Management, LLC, Anders Hove and Bryan Roberts are members of a group for purposes of this Schedule 13G.

² Consists of 4,044,789 shares of common stock owned by Venrock Healthcare Capital Partners, L.P. and 739,900 shares of common stock owned by Venrock Co-Investment Holdings, LLC. VHCP Management, LLC is the general partner of Venrock Healthcare Capital Partners, L.P. and the manager of Venrock Co-Investment Holdings, LLC.

³ This percentage is calculated based upon the sum of (i) 39,206,876 shares of the Issuer's common stock outstanding as of October 27, 2009, as set forth in the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission on October 29, 2009, and (ii) 4,784,689 shares of the Issuer's common stock issued on December 22, 2009.

CUSIP No. 64125C109

1 NAME OF REPORTING PERSONS
Hove, Anders

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) ¹
(b) ^o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 4,784,689²

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 4,784,689²

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,784,689²

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.9%³

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

¹ Venrock Healthcare Capital Partners, L.P., Venrock Co-Investment Holdings, LLC, VHCP Management, LLC, Anders Hove and Bryan Roberts are members of a group for purposes of this Schedule 13G.

² Consists of 4,044,789 shares of common stock owned by Venrock Healthcare Capital Partners, L.P. and 739,900 shares of common stock owned by Venrock Co-Investment Holdings, LLC. VHCP Management, LLC is the general partner of Venrock Healthcare Capital Partners, L.P. and the manager of Venrock Co-Investment Holdings, LLC. Messrs. Hove and Roberts are the managing members of VHCP Management, LLC.

³ This percentage is calculated based upon the sum of (i) 39,206,876 shares of the Issuer's common stock outstanding as of October 27, 2009, as set forth in the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission on October 29, 2009, and (ii) 4,784,689 shares of the Issuer's common stock issued on December 22, 2009.

CUSIP No. 64125C109

1 NAME OF REPORTING PERSONS
Roberts, Bryan

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) ¹
(b) ^o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 4,784,689²

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 4,784,689²

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,784,689²

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.9%³

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

¹ Venrock Healthcare Capital Partners, L.P., Venrock Co-Investment Holdings, LLC, VHCP Management, LLC, Anders Hove and Bryan Roberts are members of a group for purposes of this Schedule 13G.

² Consists of 4,044,789 shares of common stock owned by Venrock Healthcare Capital Partners, L.P. and 739,900 shares of common stock owned by Venrock Co-Investment Holdings, LLC. VHCP Management, LLC is the general partner of Venrock Healthcare Capital Partners, L.P. and the manager of Venrock Co-Investment Holdings, LLC. Messrs. Hove and Roberts are the managing members of VHCP Management, LLC.

³ This percentage is calculated based upon the sum of (i) 39,206,876 shares of the Issuer's common stock outstanding as of October 27, 2009, as set forth in the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission on October 29, 2009, and (ii) 4,784,689 shares of the Issuer's common stock issued on December 22, 2009.

Introductory Note: This Statement on Schedule 13G is filed on behalf of Venrock Healthcare Capital Partners, L.P., a limited partnership organized under the laws of the State of Delaware (VHCP LP), Venrock Co-Investment Holdings, LLC, a limited liability company organized under the laws of the State of Delaware (Venrock Co-Investment), Venrock Management, LLC, a limited liability company organized under the laws of the State of Delaware (VHCP Management) and collectively with VHCP LP and Venrock Co-Investment, the Venrock Entities), Anders Hove and Bryan Roberts in respect of Common Stock of Neurocrine Biosciences, Inc.

Item 1.

(a) Name of Issuer

Neurocrine Biosciences, Inc.

(b) Address of Issuer's Principal Executive Offices

12780 El Camino Real
San Diego, CA 92130

Item 2.

(a) Name of Person Filing

Venrock Healthcare Capital Partners, L.P.
Venrock Co-Investment Holdings, LLC
VHCP Management, LLC
Anders Hove
Bryan Roberts

(b) Address of Principal Business Office or, if none, Residence

New York Office:

30 Rockefeller Plaza
Suite 5508
New York, NY 10112

Palo Alto Office:

3340 Hillview Avenue
Palo Alto, CA 94306

Cambridge Office:

55 Cambridge Parkway
Suite 100
Cambridge, MA 02142

(c) Citizenship

All entities were organized in Delaware. The individuals are all United States citizens.

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

64125C109

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4. Ownership

(a) Amount Beneficially Owned:

Venrock Healthcare Capital Partners, L.P.	4,044,789(1)
Venrock Co-Investment Holdings, LLC	739,900(2)
VHCP Management, LLC	4,784,689(3)
Anders Hove	4,784,689(3)
Bryan Roberts	4,784,689(3)

Percent of Class:

Venrock Healthcare Capital Partners, L.P.	9.4%
Venrock Co-Investment Holdings, LLC	1.9%
VHCP Management, LLC	10.9%
Anders Hove	10.9%
Bryan Roberts	10.9%

Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

Venrock Healthcare Capital Partners, L.P.	4,044,789(1)
Venrock Co-Investment Holdings, LLC	739,900(2)
VHCP Management, LLC	0
Anders Hove	0
Bryan Roberts	0

(ii) Shared power to vote or to direct the vote

Venrock Healthcare Capital Partners, L.P.	0
Venrock Co-Investment Holdings, LLC	0
VHCP Management, LLC	4,784,689(3)
Anders Hove	4,784,689(3)
Bryan Roberts	4,784,689(3)

(iii) Sole power to dispose or to direct the disposition of

Venrock Healthcare Capital Partners, L.P.	4,044,789(1)
Venrock Co-Investment Holdings, LLC	739,900(2)
VHCP Management, LLC	0
Anders Hove	0
Bryan Roberts	0

(iv) Shared power to dispose or to direct the disposition of

Venrock Healthcare Capital Partners, L.P.	0
Venrock Co-Investment Holdings, LLC	0
VHCP Management, LLC	4,784,689(3)
Anders Hove	4,784,689(3)
Bryan Roberts	4,784,689(3)

(1) These shares are owned directly by Venrock Healthcare Capital Partners, L.P. VHCP Management, LLC is the general partner of Venrock Healthcare Capital Partners, L.P.

(2) These shares are owned directly by Venrock Co-Investment Holdings, LLC. VHCP Management, LLC is the manager of Venrock Co-Investment Holdings, LLC.

(3) These shares are owned directly as follows:
4,044,789 shares by Venrock Healthcare

Capital Partners,
L.P.; and
739,900 by
Venrock
Co-Investment
Holdings, LLC.
VHCP
Management,
LLC is the
general partner
of Venrock
Healthcare
Capital Partners,
L.P. and the
manager of
Venrock
Co-Investment
Holdings, LLC.
Messrs. Hove
and Anders are
the managing
members of
VHCP
Management,
LLC.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group

The identities of each of the Venrock Entities and Messrs. Hove and Roberts are stated in Item 2(a).

Item 9. Notice of Dissolution of a Group

Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 4, 2010

Venrock Healthcare Capital Partners, L.P.

By: VHCP Management, LLC,
its General Partner

By: /s/ David L. Stepp
Name: David L. Stepp
Title: Authorized Signatory

Venrock Co-Investment Holdings, LLC

By: VHCP Management, LLC,
its Manager

By: /s/ David L. Stepp
Name: David L. Stepp
Title: Authorized Signatory

VHCP Management, LLC

By: /s/ David L. Stepp
Name: David L. Stepp
Title: Authorized Signatory

/s/ David L. Stepp, as attorney-in-fact
Anders Hove

/s/ David L. Stepp, as attorney-in-fact
Bryan Roberts

EXHIBITS

- A: Joint Filing Agreement
- B: Power of Attorney for Anders Hove (incorporated by reference to Exhibit 24.1 to Form 3/A filed on January 5, 2010)
- C: Power of Attorney for Bryan Roberts (incorporated by reference to Exhibit 24.1 to Form 3/A filed on January 5, 2010)

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EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of Neurocrine Biosciences, Inc. and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 4th day of January, 2010.

Venrock Healthcare Capital Partners, L.P.

By: VHCP Management, LLC,
its General Partner

By: /s/ David L. Stepp

Name: David L. Stepp
Title: Authorized Signatory

Venrock Co-Investment Holdings, LLC

By: VHCP Management, LLC,
its Manager

By: /s/ David L. Stepp

Name: David L. Stepp
Title: Authorized Signatory

VHCP Management, LLC

By: /s/ David L. Stepp

Name: David L. Stepp
Title: Authorized Signatory

/s/ David L. Stepp, as attorney-in-fact

Anders Hove

/s/ David L. Stepp, as attorney-in-fact

Bryan Roberts