

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 *
 Lloyd-Smith Malcolm

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 Regulatory Officer

SAN DIEGO, CA 92130
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
				Code V	Amount (A) or (D) Price		
Common Stock	02/06/2017		S ⁽¹⁾	727	D 43.15 \$ (2)	0	D
Common Stock	02/07/2017		S ⁽¹⁾	116	D \$ 44.61	1,082	D

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

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 (9-02)

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 43.24	02/06/2017		A	76,800	(3) 02/06/2027	Common Stock 76,800
Restricted Stock Option	(4)	02/06/2017		A	10,600	(5) (5)	Common Stock 10,600

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lloyd-Smith Malcolm 12780 EL CAMINO REAL SAN DIEGO, CA 92130	Chief Regulatory 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 727 and 116 shares of common stock issued upon vesting of 1925 restricted stock units to cover withholding taxes with the balance of the shares (1082) maintained by the Reporting Person; the disposition reported in this Form 4 was effected by a broker

(1) 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 \$42.69 to

(2) \$43.41. 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.

(3) 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.

(4) Each Restricted Stock Unit represents a contingent right to receive one share of the Neurocrine Common Stock.

(5)

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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.

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.