

NEUROCRINE BIOSCIENCES INC

Form 4

January 21, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

**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)
01/16/2014

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President & CEO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
 (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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Am Underlying Sec (Instr. 3 and 4)
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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
STOCK OPTION ⁽¹⁾	\$ 19.59	01/16/2014	A	175,000		02/16/2014	01/16/2024	COMMON STOCK
RESTRICTED STOCK UNIT	⁽²⁾	01/16/2014	A	30,000		⁽³⁾	⁽³⁾	COMMON STOCK
RESTRICTED STOCK UNIT	⁽²⁾	01/16/2014	A	100,000		⁽⁴⁾	01/16/2019	COMMON STOCK

Reporting Owners

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

Signatures

/s/ Margaret E. Valeur-Jensen, By Power of Attorney

01/21/2014

____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).

- (1) Represents option of which 1/48th of the shares underlying the option becomes vested and exercisable on February 16, 2014, an additional 1/48th of the shares underlying the option becomes vested and exercisable each month thereafter.
- (2) Each restricted stock unit represents a contingent right to receive one share of Neurocrine Common Stock.
- (3) The restricted stock units will vest annually at 1/4 of the units vesting on January 16, 2015, January 16, 2016, January 16, 2017, and January 16, 2018
62,500 of these restricted stock units will vest upon the Company achieving the primary endpoint in a U.S. Food and Drug Administration
- (4) ("FDA") approved Phase 3 study, while the remaining 37,500 restricted stock units will vest upon the Company obtaining FDA approval of a New Drug Application. The vesting provisions of these RSU are exclusive of the elagolix program.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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