

Lippoldt Darin  
Form 4  
February 07, 2018

**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 \*  
Lippoldt Darin

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)  
02/05/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Legal 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/05/2018		M		1,979	A	\$ 18.15
Common Stock	02/05/2018		S <sup>(1)</sup>		1,979	D	\$ 83.1138
Common Stock	02/05/2018		S <sup>(3)</sup>		758	D	\$ 83.1295
Common Stock	02/06/2018		F <sup>(5)</sup>		787	D	\$ 82.48



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- (2) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$81.20 to \$84.70. 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) Sale of 758 shares of common stock issued upon vesting of 2,175 restricted stock units on February 5, 2018 to cover payroll and withholding taxes, with the balance of the shares (1,417) 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 2 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.
- (4) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$81.43 to \$84.64. 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.
- (5) Payment of tax liability by withholding 787 shares of Common Stock incident to the vesting of a security issued in accordance with Rule 16b-3, with the balance of the shares (1,488) maintained by the Reporting Person.
- (6) Represents option which vests 1/4 upon anniversary of grant (11/3/2014), thereafter vesting in equal monthly installments over the following three years such that the entire award is fully vested at 11/3/2018.
- (7) Represents option of which 1/48th of the shares underlying the option becomes vested and exercisable March 5, 2018 and an additional 1/48th of the shares underlying the option becomes vested and exercisable each month thereafter.
- (8) Each Restricted Stock Unit represents a contingent right to receive one share of the Neurocrine Common Stock.
- (9) The Restricted Stock Units will vest annually at 1/4 of the units vesting on each of February 5, 2019, February 5, 2020, February 5, 2021, and February 5, 2022.
- (10) A portion of this grant will vest upon FDA approval of opicapone within a specified time period, and portions of this grant will vest upon achievement of specified revenue milestones within a specified time period.

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.