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NEUROCRINE BIOSCIENCES INC

Form 8-K

December 04, 2001

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE

SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): DECEMBER 4, 2001

NEUROCRINE BIOSCIENCES, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE (STATE OR OTHER JURISDICTION OF INCORPORATION)	0-28150 (COMMISSION FILE NUMBER)	33-0525145 (I.R.S. EMPLOYER IDENTIFICATION NO.)
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10555 SCIENCE CENTER DRIVE, SAN DIEGO, CALIFORNIA (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	92121 (ZIP CODE)
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REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (858) 658-7600

This Current Report on Form 8-K is filed by Neurocrine Biosciences, Inc., a Delaware corporation (the "Company"), in connection with the matters described herein.

ITEM 5. OTHER EVENTS.

On December 4, 2001, the Company announced that it has priced a public offering of 3,500,000 shares of common stock at a price of \$46.75 per share. The company offered all of the 3,500,000 shares pursuant to the Company's Registration Statement on Form S-3 (File No. 333-73216). The underwriters have a 30-day option to purchase up to 525,000 additional shares of common stock from the company solely to cover over-allotments, if any.

The joint bookrunning managers for the offering were Deutsche Banc Alex. Brown and Credit Suisse First Boston Corporation. Co-managers of this offering were CIBC World Markets Corp., Lehman Brothers Inc., and UBS Warburg LLC.

Copies of the final prospectus supplement may be obtained from the Prospectus Departments at Deutsche Banc Alex. Brown, One South Street, Baltimore, MD 21202, (410) 895-2070, Credit Suisse First Boston Corporation, Eleven Madison Avenue, New York, NY 10010, (212) 325-2000 or from the offices of any of the managing underwriters identified above.

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This announcement is neither an offer to sell nor a solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state. A registration statement relating to these securities has been filed with and has been declared effective by the Securities and Exchange Commission.

The number of shares offered represented an increase of 250,000 shares (or 287,500 shares if the underwriters' over-allotment option is exercised in full) of the number of shares previously announced. Attached as Exhibit 5.1 is the opinion of Latham & Watkins relating to the legality of the additional shares to be offered.

### ITEM 7. EXHIBITS.

#### (c) Exhibits.

Exhibit Number -----	Description of Exhibit -----
5.1	Opinion of Latham & Watkins

### SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 4, 2001

NEUROCRINE BIOSCIENCES, Inc.

By: /s/ PAUL W. HAWRAN

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Paul W. Hawran  
Executive Vice President and  
Chief Financial Officer