

INCYTE CORP  
Form 3  
May 05, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*  
 Â Huber Reid M  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 04/27/2014

3. Issuer Name and Ticker or Trading Symbol  
 INCYTE CORP [INCY]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

EXPERIMENTAL  
STATION,,Â ROUTE 141 &  
HENRY CLAY ROAD  
 (Street)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)  
 Exec VP & Chief Scientific Off

WILMINGTON,Â DEÂ 19880  
 (City) (State) (Zip)

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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	16,932 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Incentive Stock Option (right to buy)	Â (2)	01/12/2016	Common Stock	2,900	\$ 5.46	D	Â
Incentive Stock Option (right to buy)	Â (3)	01/26/2016	Common Stock	7,225	\$ 3.11	D	Â
Incentive Stock Option (right to buy)	Â (4)	01/20/2017	Common Stock	14,329	\$ 9.41	D	Â
Incentive Stock Option (right to buy)	Â (5)	05/17/2017	Common Stock	1,355	\$ 13.34	D	Â
Incentive Stock Option (right to buy)	Â (6)	01/24/2018	Common Stock	8,030	\$ 14.72	D	Â
Incentive Stock Option (right to buy)	Â (7)	01/18/2019	Common Stock	6,991	\$ 17.79	D	Â
Non-Qualified Stock Option (right to buy)	Â (7)	01/18/2019	Common Stock	16,764	\$ 17.79	D	Â
Incentive Stock Option (right to buy)	Â (8)	02/08/2020	Common Stock	7,458	\$ 18.32	D	Â
Non-Qualified Stock Option (right to buy)	Â (8)	02/08/2020	Common Stock	39,208	\$ 18.32	D	Â
Incentive Stock Option (right to buy)	Â (9)	01/20/2021	Common Stock	1,059	\$ 64.55	D	Â
Non-Qualified Stock Option (right to buy)	Â (9)	01/20/2021	Common Stock	21,011	\$ 64.55	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Huber Reid M EXPERIMENTAL STATION, ROUTE 141 & HENRY CLAY ROAD WILMINGTON, DE 19880	Â	Â	Â Exec VP & Chief Scientific Off	Â

## Signatures

/s/ Eric H. Siegel ,  
Attorney-in-Fact

05/05/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 16,309 shares underlying restricted stock units ("RSUs") that will vest in full on April 8, 2017, subject to Dr. Huber's continued service with the Issuer through such vesting date. The RSUs may be settled only for shares of common stock on a one-for-one basis.
- (2) Beginning January 13, 2006, options become exercisable in 37 installments, with the first 25% vesting after one year and the remainder vesting monthly over three years.
- (3) Beginning January 27, 2009, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (4) Beginning January 21, 2010, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (5) Beginning May 18, 2010, options become exercisable in 25 installments, with the first 33.33% vesting January 21, 2011 and the remainder vesting monthly through January 21, 2013.
- (6) Beginning January 25, 2011, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (7) Beginning January 19, 2012, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (8) Beginning February 9, 2013, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (9) Beginning January 21, 2014, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.

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.