

Lloyd-Smith Malcolm
 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 *
 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)
 02/05/2018

____ 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 or Price		
Common Stock	02/05/2018		S ⁽¹⁾		960	D	
					\$ 83.1902		
					<u>(2)</u>		
Common Stock	02/06/2018		F ⁽³⁾		1,314	D	
					\$ 82.48		
					15,318		

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

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 (9-02)

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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)	Amount or Number of Shares
Stock Options	\$ 81.49	02/05/2018		A	34,750	(4) 02/05/2028	Common Stock	34,750
Restricted Stock Unit	(5)	02/05/2018		A	6,150	(6) (6)	Common Stock	6,150
Restricted Stock Unit	(5)	02/05/2018		A	12,250	(7) 03/15/2021	Common Stock	12,250

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

02/07/2018

**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 960 shares of common stock issued upon vesting of 1,925 restricted stock units on February 5, 2018 to cover payroll and withholding taxes, with the balance of the shares (965) 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.

Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$81.43 to \$84.50. 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.

Payment of tax liability by withholding 1,314 shares of Common Stock incident to the vesting of a security issued in accordance with Rule 16b-3, with the balance of the shares (1,336) maintained by the Reporting Person.

(4)

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Represents option of which 1/48th of the shares underlying the option becomes vested and exercisable on March 5, 2018 and an additional 1/48th of the shares underlying the option becomes vested and exercisable each month thereafter.

- (5) Each Restricted Stock Unit represents a contingent right to receive one share of the Neurocrine Common Stock.
- (6) 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.
- (7) 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.

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