NEUROCRINE BIOSCIENCES INC
Form 4
February 08, 2017

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 *
BENEVICH ERIC

(Last) (First) (Middle)

12780 EL CAMINO REAL

(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NEUROCRINE BIOSCIENCES INC [NBIX]

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2017

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Commercial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/06/2017		S[(1)]		821	D	$ 43.11 [(2)]	0	D	
Common Stock	02/07/2017		S[(1)]		132	D	$ 44.65	1,222	D	

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	$ 43.24	02/06/2017		A		76,800		(3)	02/06/2027	Common Stock	76,800
Restricted Stock Option	(4)	02/06/2017		A		10,600		(5)	(5)	Common Stock	10,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENEVICH ERIC 12780 EL CAMINO REAL SAN DIEGO, CA 92130			Chief Commercial Officer	

Signatures

/s/ Darin Lippoldt, Attorney-In-Fact	02/08/2017
**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) Sale of 821 and 132 shares of common stock issued upon vesting of 2175 restricted stock units to cover withholding taxes with the balance of the shares (1222) 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 3 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.

(2) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from $42.69 to $43.34. 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) Represents option of which 1/48th of the shares underlying the option becomes vested and exercisable on March 6, 2017 and an additional 1/48th of the shares underlying the option becomes vested and excercisable each month thereafter.

(4) Each Restricted Stock Unit represents a contingent right to receive one share of the Neurocrine Common Stock.

(5)

The Restricted Stock Units will vest annually at 1/4 of the units vesting on each of February 6, 2018, February 6, 2019, February 6, 2020, and February 6, 2021.

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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