

Lloyd-Smith Malcolm  
Form 4  
February 07, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Chief Regulatory Officer

SAN DIEGO, CA 92130

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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		S <sup>(1)</sup>		960	D	\$ 83.1902 <sup>(2)</sup>
Common Stock	02/06/2018		F <sup>(3)</sup>		1,314	D	\$ 82.48

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

# Edgar Filing: Lloyd-Smith Malcolm - Form 4

**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 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  
(1) 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  
(2) \$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.

(3) 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)

## Edgar Filing: Lloyd-Smith Malcolm - Form 4

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.

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.