

INCYTE CORP  
Form 4  
April 04, 2016

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BAKER JULIAN**

(Last) (First) (Middle)

**667 MADISON AVENUE, 21ST  
FLOOR**

(Street)

**NEW YORK, NY 10065**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/31/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)

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 Indirect Beneficial Ownership (Instr. 4)                |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price |                                                                                               |                                                          |                                                                      |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |                  | 58,632 <u>(1)</u>                                                                             | D                                                        |                                                                      |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |                  | 61,049 <u>(2)</u>                                                                             | D                                                        |                                                                      |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |                  | 33,410                                                                                        | I                                                        | See Footnote <u>(3)</u>                                              |
| Common Stock                    | 03/31/2016                           |                                                    | A                              |                                                                   | 262    | A \$ 72.47       | 3,359,213                                                                                     | I                                                        | See Footnote <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(9)</u> <u>(10)</u> |

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|              |            |   |     |   |          |            |   |                                   |
|--------------|------------|---|-----|---|----------|------------|---|-----------------------------------|
| Common Stock | 03/31/2016 | A | 262 | A | \$ 72.47 | 19,757,547 | I | See Footnote (4) (5) (7) (9) (10) |
| Common Stock | 03/31/2016 | A | 262 | A | \$ 72.47 | 533,282    | I | See Footnote (4) (5) (8) (9) (10) |

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)

**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                                   |

## Reporting Owners

| Reporting Owner Name / Address                                                  | Relationships |           |         |       |
|---------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                 | Director      | 10% Owner | Officer | Other |
| BAKER JULIAN<br>667 MADISON AVENUE, 21ST FLOOR<br>NEW YORK, NY 10065            | X             | X         |         |       |
| BAKER FELIX<br>667 MADISON AVENUE, 21ST FLOOR<br>NEW YORK, NY 10065             | X             | X         |         |       |
| BAKER BROS. ADVISORS LP<br>667 MADISON AVENUE, 21ST FLOOR<br>NEW YORK, NY 10065 | X             | X         |         |       |
|                                                                                 | X             | X         |         |       |

667, L.P.  
667 MADISION AVENUE, 21ST FLOOR  
NEW YORK, NY 10065

|                                 |   |   |
|---------------------------------|---|---|
| Baker Brothers Life Sciences LP |   |   |
| 667 MADISON AVENUE, 21ST FLOOR  | X | X |
| NEW YORK, NY 10065              |   |   |

14159, L.P.  
667 MADISON AVENUE, 21ST FLOOR X X  
NEW YORK, NY 10065

|                                 |   |   |
|---------------------------------|---|---|
| Baker Bros. Advisors (GP) LLC   |   |   |
| 667 MADISION AVENUE, 21ST FLOOR | X | X |
| NEW YORK, NY New York           |   |   |

## Signatures

/s/ Julian C. Baker

04/04/2016

\*\*Signature of Reporting Person

Date \_\_\_\_\_

/s/ Felix J. Baker

04/04/2016

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

By: Baker Bros. Advisors LP, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing

04/04/2016

\*\*Signature of Reporting Person

Date \_\_\_\_\_

Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 667, L.P., pursuant to authority granted by Baker Biotech Capital, L.P., GP to 667, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing

04/04/2016

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to BAKER BROTHERS LIFE SCIENCES, L.P., pursuant to authority granted by Baker Brothers Life Sciences Capital, L.P., GP to Baker Brothers Life Sciences, L.P Name: Scott L. Lessing, Title: President /s/

04/04/2016

          \*\*Signature of Reporting Person

Date \_\_\_\_\_

Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 14159, L.P., pursuant to authority granted by 14159 Capital, L.P., GP to 14159, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing

04/04/2016

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

By: Baker Bros. Advisors (GP) LLC, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing

04/04/2016

**\*\*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) Reflects shares of common stock of Incyte Corporation (the "Issuer") held directly by Julian C. Baker.
- (2) Reflects shares of common stock of the Issuer held directly by Felix J. Baker.

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- (3) Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in 33,410 shares of Common Stock of the Issuer directly held by FBB Associates. Julian C. Baker and Felix J. Baker are the sole partners of FBB Associates. Julian C. Baker and Felix J. Baker disclaim beneficial ownership of the securities held directly by FBB Associates except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that Julian C. Baker or Felix J. Baker is a beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (4) 262 shares of common stock (the "Common Stock") issued to Julian C. Baker pursuant to the Issuer's Amended and Restated 2010 Stock Incentive Plan (the "Stock Incentive Plan") in lieu of director retainer fees of \$19,000. The shares of Common Stock are fully vested. Julian C. Baker serves on the Issuer's Board of Directors (the "Board") as a representative of the Funds (as defined below).
- Pursuant to the policies of Baker Bros. Advisors, LP (the "Adviser"), Julian C. Baker does not have any right to the pecuniary interest in the Issuer's securities issued in lieu of director retainer fees and the Funds (as defined below) are entitled to an indirect proportionate pecuniary interest in the securities issued in lieu of director fees. 667, L.P. ("667"), Baker Brothers Life Sciences, L.P. ("Life Sciences") and 14159, L.P. ("14159", and together with 667, and Life Sciences, the "Funds") each owns an indirect proportionate pecuniary interest in the shares of Common Stock. Solely as a result of their ownership interest in the general partners of the general partners of the Funds, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the shares of Common Stock issued in lieu of director retainer fees (ie. no direct pecuniary interest).
- (5) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Biotech Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 3,359,213 shares of common stock of the Issuer beneficially owned by 667, a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667. Includes beneficial ownership of 791 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 75,000 shares received previously from exercise of 75,000 stock options of the Issuer that were issued to Julian C. Baker in his capacity as a director of the Issuer, of which the fund may be deemed to own a portion.
- (6) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest 19,757,547 shares of common stock of the Issuer beneficially owned by Life Sciences, a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences. Includes beneficial ownership of 791 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 75,000 shares received previously from exercise of 75,000 stock options of the Issuer that were issued to Julian C. Baker in his capacity as a director of the Issuer, of which the fund may be deemed to own a portion.
- (7) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in 14159 Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 533,282 shares of common stock of the Issuer beneficially owned by 14159, a limited partnership of which the sole general partner is 14159 Capital, L.P., a limited partnership of which the sole general partner is 14159 Capital (GP), LLC, due to 14159 Capital, L.P.'s right to receive an allocation of a portion of the profits from 14159. Includes beneficial ownership of 791 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 75,000 shares received previously from exercise of 75,000 stock options of the Issuer that were issued to Julian C. Baker in his capacity as a director of the Issuer, of which the fund may be deemed to own a portion.
- (8) The Adviser serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Baker Bros. Advisors (GP) LLC (the "Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are principals of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds. Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (9) The 262 shares are reported for each of the Funds as each has an indirect pecuniary interest.
- (10)

### Remarks:

Julian C. Baker is a director of Incyte Corporation (the "Issuer"). By virtue of his representation on the Board of Directors of the

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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