

NEUROCRINE BIOSCIENCES INC  
Form 8-K  
March 16, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of the earliest event reported): March 16, 2010

**NEUROCRINE BIOSCIENCES, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

0-22705  
(Commission File Number)

33-0525145  
(IRS Employer  
Identification No.)

Edgar Filing: NEUROCRINE BIOSCIENCES INC - Form 8-K

**12780 El Camino Real, San Diego, California**  
(Address of principal executive offices)

**92130**  
(Zip Code)

**Registrant's telephone number, including area code: (858) 617-7600**

**N/A**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2 (b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))

In this report, Neurocrine, we, us and our refer to Neurocrine Biosciences, Inc.

**Item 8.01 Other Events.**

On March 16, 2010, we announced that Jefferies & Company, Inc., the sole book-running manager and underwriter of our recently completed public offering of common stock, exercised in full its option to purchase an additional 1,365,000 shares of common stock to cover over-allotments. The sale of the additional shares closed on March 16, 2010. A copy of the opinion of Cooley Godward Kronish LLP relating to the legality of the issuance and sale of the 1,365,000 additional shares is attached as Exhibit 5.1 hereto. A copy of Neurocrine's press release announcing the underwriter's exercise of the over-allotment option is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

<b>No.</b>	<b>Description</b>
5.1	Opinion of Cooley Godward Kronish LLP
23.1	Consent of Cooley Godward Kronish LLP (included in Exhibit 5.1)
99.1	Press Release dated March 16, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: March 16, 2010

NEUROCRINE BIOSCIENCES, INC.

/s/ Timothy P. Coughlin  
Timothy P. Coughlin  
Vice President and Chief Financial Officer

**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
5.1	Opinion of Cooley Godward Kronish LLP
23.1	Consent of Cooley Godward Kronish LLP (included in Exhibit 5.1)
99.1	Press Release dated March 16, 2010