

GORMAN KEVIN CHARLES
 Form 4
 June 29, 2018

FORM 4

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

OMB APPROVAL

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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 *
GORMAN KEVIN CHARLES

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)
06/28/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

SAN DIEGO, CA 92130

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

(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 or Price | | |
| Common Stock | 06/28/2018 | | M | | 23,168 A \$ 5.76 | 370,201 | D |
| Common Stock | 06/28/2018 | | M | | 16,551 A \$ 8.66 | 386,752 | D |
| Common Stock | 06/28/2018 | | M | | 10,199 A \$ 8.65 | 396,951 | D |
| Common Stock | 06/28/2018 | | M | | 7,142 A \$ 19.59 | 404,093 | D |
| Common Stock | 06/28/2018 | | M | | 864 A \$ 32.99 | 404,957 | D |

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

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(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option | \$ 5.76 | 06/28/2018 | | M | 23,168 | 09/25/2011 ⁽¹⁾ | 08/25/2021 | Common Stock | 23,168 |
| Incentive Stock Option | \$ 8.66 | 06/28/2018 | | M | 16,551 | 02/12/2012 ⁽²⁾ | 01/12/2022 | Common Stock | 16,551 |
| Incentive Stock Option | \$ 8.65 | 06/28/2018 | | M | 10,199 | 02/10/2013 ⁽³⁾ | 01/10/2023 | Common Stock | 10,199 |
| Incentive Stock Option | \$ 19.59 | 06/28/2018 | | M | 7,142 | 02/16/2014 ⁽⁴⁾ | 01/16/2024 | Common Stock | 7,142 |
| Incentive Stock Option | \$ 32.99 | 06/28/2018 | | M | 864 | 03/03/2015 ⁽⁵⁾ | 02/03/2025 | Common Stock | 864 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GORMAN KEVIN CHARLES 12780 EL CAMINO REAL SAN DIEGO, CA 92130 | X | | Chief Executive Officer | |

Signatures

/s/ Darin Lippoldt,
Attorney-in-Fact

06/29/2018

__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).
- (1) Represents option of which 1/36th of the shares underlying the option vested on September 25, 2011 and an additional 1/36th of the shares underlying the option vested each month thereafter.
 - (2) Represents option of which 1/48th of the shares underlying the option vested on February 12, 2012 and an additional 1/48th of the shares underlying the option vested each month thereafter.
 - (3) Represents option of which 1/48th of the shares underlying the option vested on February 10, 2013 and an additional 1/48th of the shares underlying the option vested each month thereafter.
 - (4) Represents option of which 1/48th of the shares underlying the option vested on February 16, 2014 and an additional 1/48th of the shares underlying the option vested each month thereafter.
 - (5) Represents option of which 1/48th of the shares underlying the option vested on March 3, 2015 and an additional 1/48th of the shares underlying the option vested each month thereafter.

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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