

INCYTE CORP  
Form 3  
July 11, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         |          | 2. Date of Event Requiring Statement                                                                                                                                                                          | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Baker Bros. Advisors (GP) LLC           |         |          | (Month/Day/Year)                                                                                                                                                                                              | INCYTE CORP [INCY]                                 |  |
| (Last)                                    | (First) | (Middle) | 07/01/2013                                                                                                                                                                                                    |                                                    |  |
| 667 MADISON AVENUE 21ST FLOOR             |         |          | 4. Relationship of Reporting Person(s) to Issuer                                                                                                                                                              |                                                    |  |
| (Street)                                  |         |          | (Check all applicable)                                                                                                                                                                                        |                                                    |  |
| NEW YORK, NY US 10065                     |         |          | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)        |                                                    |  |
| (City)                                    | (State) | (Zip)    | 5. If Amendment, Date Original Filed(Month/Day/Year)                                                                                                                                                          |                                                    |  |
|                                           |         |          | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |                                                    |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------|----------------------------------------------------------|
|                                               | Date Exercisable    Expiration Date                         | Title    Amount or Number of                                                   |                                                        |                                                      |                                                          |

Shares

or Indirect  
(I)  
(Instr. 5)

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                         | Director      | 10% Owner | Officer | Other |
| Baker Bros. Advisors (GP) LLC<br>667 MADISON AVENUE 21ST FLOOR<br>NEW YORK, NY US 10065 | X             | X         |         |       |

## Signatures

BAKER BROS. ADVISORS (GP), LLC Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing

07/11/2013

Signature of Reporting Person

Date

## Explanation of Responses:

### No securities are beneficially owned

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Remarks:

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On July 1, 2013, a Certificate of Conversion was filed with the State of Delaware to convert Baker Bros. Advisors (GP) LLC, a Delaware limited liability company, to a Delaware corporation.

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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.