

NEUROCRINE BIOSCIENCES INC  
Form 8-K  
January 19, 2012

**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): January 19, 2012

**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.)

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12780 El Camino Real, San Diego,

California  
(Address of principal executive offices)

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

92130  
(Zip Code)

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:

- .. 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 1.01 Entry Into a Material Definitive Agreement.**

On January 19, 2012, we entered into an underwriting agreement (the Underwriting Agreement ) with Jefferies & Company, Inc. and Deutsche Bank Securities Inc., as representatives of the several underwriters named therein (the Underwriters ) relating to the issuance and sale of 9,500,000 shares of our common stock, par value \$0.001 per share. The price to the public in this offering is \$8.10 per share, and the Underwriters have agreed to purchase the shares from us pursuant to the Underwriting Agreement at a price of \$7.614 per share. The net proceeds to Neurocrine from this offering are expected to be approximately \$77 million, after deducting underwriting discounts and commissions and other estimated offering expenses payable by us. The offering is expected to close on or about January 24, 2012, subject to customary closing conditions. In addition, under the terms of the Underwriting Agreement, we have granted the Underwriters an option, exercisable for 30 days, to purchase up to an additional 1,425,000 shares of common stock to cover over-allotments, if any.

The Underwriting Agreement contains customary representations, warranties, covenants and agreements by the Company, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties.

The offering is being made pursuant to Neurocrine s effective registration statement on Form S-3 (Registration Statement No. 333-171022) previously filed with the Securities and Exchange Commission and a prospectus supplement thereunder. The Underwriting Agreement is filed as Exhibit 1.1 to this report, and the description of the terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit. A copy of the opinion of Cooley LLP relating to the legality of the issuance and sale of the shares in the offering is attached as Exhibit 5.1 hereto.

On January 18, 2012, we issued a press release announcing that we had commenced the offering. On January 19, 2012, we issued a press release announcing the pricing of the offering. The press releases are attached as Exhibits 99.1 and 99.2 hereto, respectively.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>                              |
|--------------------|---|
| 1.1                | Underwriting Agreement, dated January 19, 2012  |
| 5.1                | Opinion of Cooley LLP                           |
| 23.1               | Consent of Cooley LLP (included in Exhibit 5.1) |
| 99.1               | Press Release dated January 18, 2012            |
| 99.2               | Press Release dated January 19, 2012            |

**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: January 19, 2012

NEUROCRINE BIOSCIENCES, INC.

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

**EXHIBIT INDEX**

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