

NEUROCRINE BIOSCIENCES INC
Form 8-K
January 21, 2014

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 16, 2014

NEUROCRINE BIOSCIENCES, INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------------------|---|
| Delaware (State or other jurisdiction | 0-22705 (Commission | 33-0525145 (IRS Employer |
| of incorporation or organization) | File Number) | Identification No.) |
| 12780 El Camino Real, San Diego, California | | 92130 |

(Address of principal executive offices)

(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:

- .. 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))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Neurocrine Biosciences, Inc. (the Company) maintains a bonus program for all employees of the Company, including its executive officers (the Bonus Plan). The Bonus Plan is administered by the Compensation Committee of the Board of Directors (the Compensation Committee), in consultation with the Board of Directors. The purpose of the Bonus Plan is to reward employees, including executive officers, for successful achievement of specified performance goals.

The Compensation Committee, in consultation with the Board of Directors, may, at their sole discretion, eliminate any individual bonus or reduce or increase the amount of compensation payable with respect to any individual bonus. An executive officer must be an employee of the Company on the date of payment to qualify for a bonus under the Bonus Plan. Any executive officer who leaves the employment of the Company, voluntarily or involuntarily, prior to the payment date, is ineligible for any bonus under the Bonus Plan. An employee who becomes an executive officer during the fiscal year may be eligible for a pro-rated bonus, provided the employee has been employed a minimum of three months during such fiscal year.

On January 16, 2014, the Compensation Committee, in consultation with the Board of Directors, approved bonus payouts under the Bonus Plan for 2013 goal achievement. The individual amounts approved for payment to the Company's named executive officers are set forth below:

| Officer | Title | Bonus Amount |
|---------------------|---------------------------------------|--------------|
| Kevin Gorman | President and Chief Executive Officer | \$ 178,600 |
| Timothy Coughlin | Chief Financial Officer | \$ 109,400 |
| Christopher O'Brien | Chief Medical Officer | \$ 122,500 |
| Haig Bozigian | Chief Development Officer | \$ 97,000 |
| Dimitri Grigoriadis | Chief Research Officer | \$ 88,400 |

On January 16, 2014, the Compensation Committee, in consultation with the Board of Directors, approved 2014 base salaries for the Company's executive officers. The individual 2014 base salaries approved for the Company's named executive officers are set forth below:

| Officer | Title | Base Salary |
|---------------------|---------------------------------------|-------------|
| Kevin Gorman | President and Chief Executive Officer | \$ 557,300 |
| Timothy Coughlin | Chief Financial Officer | \$ 409,700 |
| Christopher O'Brien | Chief Medical Officer | \$ 459,000 |
| Haig Bozigian | Chief Development Officer | \$ 363,400 |
| Dimitri Grigoriadis | Chief Research Officer | \$ 331,100 |

On January 16, 2014, the Compensation Committee, in consultation with the Board of Directors, approved the grant of stock options to the Company's executive officers pursuant to the Company's 2011 Equity Incentive Plan. The exercise price for these options is equal to the closing price of the Company's stock on the NASDAQ Global Select Market on January 16, 2014 of \$19.59. These options have a 10 year term and vest ratably on a monthly basis over a four year period, subject to the executive officer's continued service to the Company. The individual option grants approved for the Company's named executive officers are set forth below:

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| Officer | Title | Options Granted |
|---------------------|---------------------------------------|------------------------|
| Kevin Gorman | President and Chief Executive Officer | 175,000 |
| Timothy Coughlin | Chief Financial Officer | 86,000 |
| Christopher O Brien | Chief Medical Officer | 86,000 |
| Haig Bozigian | Chief Development Officer | 75,000 |
| Dimitri Grigoriadis | Chief Research Officer | 75,000 |

On January 16, 2014, the Compensation Committee, in consultation with the Board of Directors, approved the grant of restricted stock units (RSU) to the Company s executive officers pursuant to the Company s 2011 Equity Incentive Plan. These RSU vest ratably on an annual basis over a four year period, subject to the executive officer s continued service to the Company. The individual RSU approved for the Company s named executive officers are set forth below:

| Officer | Title | RSU Granted |
|---------------------|---------------------------------------|--------------------|
| Kevin Gorman | President and Chief Executive Officer | 30,000 |
| Timothy Coughlin | Chief Financial Officer | 14,000 |
| Christopher O Brien | Chief Medical Officer | 14,000 |
| Haig Bozigian | Chief Development Officer | 13,000 |
| Dimitri Grigoriadis | Chief Research Officer | 13,000 |

On January 16, 2014, the Compensation Committee, in consultation with the Board of Directors, approved the grant of performance-based RSU to the Company s executive officers pursuant to the Company s 2011 Equity Incentive Plan. Approximately two-thirds of these performance-based RSU vest upon the Company achieving the primary endpoint in a U.S. Food and Drug Administration (FDA) approved Phase 3 study, while the remaining performance-based RSU vest upon the Company obtaining FDA approval of a New Drug Application. These RSU have a five year term and the vesting provisions are exclusive of the elagolix program. The individual performance-based RSU approved for the Company s named executive officers are set forth below:

| Officer | Title | RSU Granted |
|---------------------|---------------------------------------|--------------------|
| Kevin Gorman | President and Chief Executive Officer | 100,000 |
| Timothy Coughlin | Chief Financial Officer | 75,000 |
| Christopher O Brien | Chief Medical Officer | 75,000 |
| Haig Bozigian | Chief Development Officer | 75,000 |
| Dimitri Grigoriadis | Chief Research Officer | 75,000 |

SIGNATURES

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

Dated: January 21, 2014

NEUROCRINE BIOSCIENCES, INC.

/s/ Timothy P. Coughlin
Timothy P. Coughlin
Chief Financial Officer