

INCYTE GENOMICS INC  
Form S-8  
June 28, 2002

As filed with the Securities and Exchange Commission on June 28, 2002.

Registration No. 333-

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

**Form S-8**

**REGISTRATION STATEMENT**  
Under  
**THE SECURITIES ACT OF 1933**

**INCYTE GENOMICS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
Incorporation or organization)

**94-3136539**  
(I.R.S. Employer  
Identification No.)

**3160 Porter Drive**  
**Palo Alto, California**  
(Address of Principal Executive Offices)

**94304**  
(Zip Code)

**1997 EMPLOYEE STOCK PURCHASE PLAN OF INCYTE GENOMICS, INC.**  
(Full title of the plan)

**PAUL A. FRIEDMAN**  
Chief Executive Officer  
Incyte Genomics, Inc.  
3160 Porter Drive  
Palo Alto, California 94304  
(650) 855-0555  
(Name, address and telephone number,  
including area code, of agent for service)

Copy to:  
**STANTON D. WONG, ESQ.**  
Pillsbury Winthrop LLP  
P.O. Box 7880  
San Francisco, CA 94120-7880  
(415) 983-1000

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common Stock, \$.001 par value(3)	500,000 shares	\$5.36	\$2,680,000	\$247

- (1) Calculated pursuant to General Instruction E to Form S-8.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1), based upon 85% of the average of the high and low sales prices of the Company's Common Stock on the Nasdaq National Market on June 26, 2002. Pursuant to the Employee Stock Purchase Plan, the purchase price of a share of common stock shall mean an amount equal to 85% of the Fair Market Value of a share of common stock on the Enrollment Date or the Exercise Date, whichever is lower.
- (3) Associated with the Common Stock are Series A Participating Preferred Stock Purchase Rights that will not be exercisable or evidenced separately from the Common Stock prior to the occurrence of certain events.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

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**INFORMATION REQUIRED PURSUANT  
TO GENERAL INSTRUCTION E TO FORM S-8**

**General Instruction E Information**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission on August 15, 2001 (File No. 333-67596), October 3, 2000 (File No. 333-47180) and July 16, 1997 (File No. 333-31409) are hereby incorporated by reference.

**Part II**

**Information Required in the Registration Statement**

**Item 3. Incorporation of Documents by Reference**

The following documents previously filed by Registrant with the Commission are hereby incorporated by reference in this Registration Statement:

- (1) Registrant's Annual Report on Form 10-K (File No. 0-27488) for the fiscal year ended December 31, 2001;
- (2) Registrant's Quarterly Report on Form 10-Q (File No. 0-27488) for the quarter ended March 31, 2002;
- (3) Registrant's current report on Form 8-K (File No. 0-27488) filed June 28, 2002;
- (4) The description of the Common Stock contained in Registrant's Registration Statement on Form 8-A filed January 6, 1996 (File No. 0-27488); and
- (5) The description of the Series A Participatory Preferred Stock Purchase Rights contained in Registrant's Registration Statement on Form 8-A filed September 30, 1998 (File No. 0-27488).

In addition, all documents subsequently filed by Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act of 1934 prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

**Item 8. Exhibits**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
5.1	Opinion of Pillsbury Winthrop LLP.
23.1	Consent of Ernst & Young LLP, Independent Auditors.
23.2	Consent of PricewaterhouseCoopers LLP, Independent Accountants.
23.3	Consent of Pillsbury Winthrop LLP (included in Exhibit 5.1).
99.1	1997 Employee Stock Purchase Plan of Incyte Genomics, Inc., as amended and restated.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Palo Alto, State of California, on June 28, 2002.

INCYTE GENOMICS, INC.

By         /s/ PAUL A.  
FRIEDMAN        

        Paul A. Friedman  
Chief Executive Officer  
(Principal Executive  
Officer)        

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Paul A. Friedman, John M. Vuko and Lee Bendekgey, and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>        /s/ PAUL A. FRIEDMAN        </u> Paul A. Friedman	Chief Executive Officer (Principal Executive Officer) and Director	June 28, 2002
<u>        /s/ JOHN M. VUKO        </u> John M. Vuko	Chief Financial Officer (Principal Financial Officer)	June 28, 2002
<u>        /s/ TIMOTHY G. HENN        </u> Timothy G. Henn	Controller (Principal Accounting Officer)	June 28, 2002
<u>        /s/ ROY A. WHITFIELD        </u> Roy A. Whitfield	Chairman of the Board	June 28, 2002
<u>        /s/ ROBERT B. STEIN        </u> Robert B. Stein	President, Chief Scientific Officer and Director	June 28, 2002

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ BARRY M. ARIKO	Director	June 28, 2002
Barry M. Ariko		
/s/ JULIAN C. BAKER	Director	June 28, 2002
Julian C. Baker		
/s/ PAUL A. BROOKE	Director	June 28, 2002
Paul A. Brooke		
/s/ JEFFREY J. COLLINSON	Director	June 28, 2002
Jeffrey J. Collinson		
/s/ FREDERICK B. CRAVES	Director	June 28, 2002
Frederick B. Craves		
	Director	
Richard U. De Schutter		
/s/ JON S. SAXE	Director	June 28, 2002
Jon S. Saxe		

**INDEX TO EXHIBITS**

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