

Gano Kyle
 Form 4
 February 06, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Gano Kyle

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)
 02/04/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Business Development Off

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 | (A) or (D) | Price |
| Common Stock | 02/04/2019 | | S ⁽¹⁾ | | 1,375 | D | | \$ 88.1355 (2) |
| Common Stock | 02/05/2019 | | S ⁽³⁾ | | 465 | D | | \$ 88.0499 (4) |
| Common Stock | 02/05/2019 | | S ⁽⁵⁾ | | 1,300 | D | | \$ 88.1353 (6) |
| Common Stock | 02/05/2019 | | S ⁽⁷⁾ | | 669 | D | | \$ 84,695 88.1353 |

(6)

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

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. SEC 1474 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gano Kyle 12780 EL CAMINO REAL SAN DIEGO, CA 92130 | | | Chief Business Development Off | |

Signatures

/s/ Darin Lippoldt, Attorney-in-Fact
Date: 02/06/2019

**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).

Sale of 1,375 shares of common stock issued upon vesting of 2,750 restricted stock units on February 4, 2019 to cover payroll and withholding taxes, with the balance of the shares (1,375) maintained by the Reporting Person; the disposition reported in this Form 4 was effected by a broker pursuant to instructions set forth in a Rule 10b5-1 trading plan adopted by the Reporting Person at least 90 days prior to the transaction date in Box 2 above. Additionally, Issuer policy restricts the Reporting Person from amending or otherwise modifying any 10b5-1 trading plan subsequent to adoption of the plan.

(2)

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Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$87.76 to \$88.49. The Reporting Person has provided to the issuer, and will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

- (3) Sale of 465 shares of common stock issued upon vesting of 1,337 restricted stock units on February 5, 2019 to cover payroll and withholding taxes, with the balance of the shares (872) maintained by the Reporting Person; the disposition reported in this Form 4 was effected by a broker pursuant to instructions set forth in a Rule 10b5-1 trading plan adopted by the Reporting Person at least 90 days prior to the transaction date in Box 2 above. Additionally, Issuer policy restricts the Reporting Person from amending or otherwise modifying any 10b5-1 trading plan subsequent to adoption of the plan.

- (4) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$87.35 to \$88.46. The Reporting Person has provided to the issuer, and will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

- (5) Sale of 1,300 shares of common stock issued upon vesting of 3,750 restricted stock units on February 5, 2019 to cover payroll and withholding taxes, with the balance of the shares (2,450) maintained by the Reporting Person; the disposition reported in this Form 4 was effected by a broker pursuant to instructions set forth in a Rule 10b5-1 trading plan adopted by the Reporting Person at least 90 days prior to the transaction date in Box 2 above. Additionally, Issuer policy restricts the Reporting Person from amending or otherwise modifying any 10b5-1 trading plan subsequent to adoption of the plan.

- (6) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$87.40 to \$88.67. The Reporting Person has provided to the issuer, and will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

- (7) Sale of 669 shares of common stock issued upon vesting of 1,925 restricted stock units on February 5, 2019 to cover payroll and withholding taxes, with the balance of the shares (1,256) maintained by the Reporting Person; the disposition reported in this Form 4 was effected by a broker pursuant to instructions set forth in a Rule 10b5-1 trading plan adopted by the Reporting Person at least 90 days prior to the transaction date in Box 2 above. Additionally, Issuer policy restricts the Reporting Person from amending or otherwise modifying any 10b5-1 trading plan subsequent to adoption of the plan.

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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