

NEUROCRINE BIOSCIENCES INC  
Form 8-K  
March 10, 2010

**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): March 5, 2010

**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)

**92130**  
(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 (see General Instruction A.2. below):

- .. 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 March 5, 2010, we entered into an underwriting agreement (the Underwriting Agreement ) with Jefferies & Company, Inc. (the Underwriter ) relating to the issuance and sale of 9,100,000 shares of our common stock, par value \$0.001 per share. The price to the public in this offering was \$2.20 per share, and the Underwriter purchased the shares from us pursuant to the Underwriting Agreement at a price of \$2.068 per share. The net proceeds to Neurocrine from this offering were approximately \$18.5 million, after deducting underwriting discounts and commissions and other estimated offering expenses payable by us. The offering closed on March 10, 2010. In addition, under the terms of the Underwriting Agreement, we have granted the Underwriter an option, exercisable for 30 days, to purchase up to an additional 1,365,000 shares of common stock to cover over-allotments, if any.

The offering is being made pursuant to Neurocrine s effective registration statement on Form S-3 (Registration Statement No. 333-147118) 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 Godward Kronish LLP relating to the legality of the issuance and sale of the shares in the offering is attached as Exhibit 5.1 hereto.

On March 4, 2010, Neurocrine issued a press release announcing that it had commenced the offering. On March 5, 2010, Neurocrine issued a press release announcing that it had priced 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 March 5, 2010
5.1	Opinion of Cooley Godward Kronish LLP
23.1	Consent of Cooley Godward Kronish LLP (included in Exhibit 5.1)
99.1	Press Release dated March 4, 2010
99.2	Press Release dated March 5, 2010

**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: March 10, 2010

NEUROCRINE BIOSCIENCES, INC.

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

**EXHIBIT INDEX**

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