

INCYTE CORP  
Form 8-K  
May 25, 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 earliest event reported): **May 21, 2010**

## INCYTE CORPORATION

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**0-27488**  
(Commission File Number)

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

**Experimental Station  
Route 141 & Henry Clay Road  
Building E336  
Wilmington, DE**  
(Address of principal executive offices)

(Zip Code)

**19880**

**(302) 498-6700**

(Registrant's telephone number,  
including area code)

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

On May 21, 2010, the Board of Directors of Incyte Corporation (the Company) elected Wendy L. Dixon, Ph.D., a member of the Board of Directors of the Company. Dr. Dixon was also designated as a member of the Audit Committee. As a non-employee director of the Company, Dr. Dixon will be entitled to receipt of the same cash and equity compensation paid by the Company to each of its non-employee directors, as described in the Company's proxy statement for its 2010 Annual Meeting of Stockholders filed on April 9, 2010.

**SIGNATURE**

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

Dated: May 25, 2010

INCYTE CORPORATION

By:

*/s/ David C. Hastings*  
David C. Hastings  
Executive Vice President and  
Chief Financial Officer