

NEUROCRINE BIOSCIENCES INC  
 Form 4  
 January 15, 2015

**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 \*  
**MITCHELL W THOMAS**

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)  
**01/13/2015**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**SAN DIEGO, CA 92130**

(City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 01/13/2015                           |  | M                              | 15,000  | A \$ 3.07   | 16,000   | D   |
| Common Stock                    | 01/13/2015                           |  | M                              | 15,000  | A \$ 3.4  | 31,000   | D   |
| Common Stock                    | 01/13/2015                           |  | M                              | 15,000  | A \$ 7.05   | 46,000   | D   |
| Common Stock                    | 01/13/2015                           |  | S <sup>(1)</sup>               | 45,000  | D \$ 30.07  | 1,000  | D   |
|                                 |                                      |  |                                |   | (2)   |  |   |

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.

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Nonqualified Stock Option                  | \$ 3.07  | 01/13/2015                           |  | M                              | 15,000  | <u>(3)</u> 05/29/2016                                    | Common Stock  | 15,000                     |
| Nonqualified Stock Option                  | \$ 3.4   | 01/13/2015                           |  | M                              | 15,000  | <u>(4)</u> 05/25/2017                                    | Common Stock  | 15,000                     |
| Nonqualified Stock Option                  | \$ 7.05  | 01/13/2015                           |  | M                              | 15,000  | <u>(5)</u> 05/25/2018                                    | Common Stock  | 15,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MITCHELL W THOMAS<br>12780 EL CAMINO REAL<br>SAN DIEGO, CA 92130 |               | X         |         |       |

## Signatures

Timothy P. Coughlin, By Power of Attorney 01/15/2015

\_\_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).

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 3 above. Additionally, Issuer policy restricts the Reporting Person from amending, canceling, suspending or otherwise modifying any 10b5-1 trading plan subsequent to adoption of the plan.

(1) Represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.48 to \$30.77. 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.

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- (3) The option was granted May 29, 2009 and vested in 12 equal monthly installments beginning June 29, 2009.
- (4) The option was granted May 25, 2010 and vested in 12 equal monthly installments beginning June 25, 2010.
- (5) The option was granted May 25, 2011 and vested in 12 equal monthly installments beginning June 25, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.