

INCYTE CORP  
Form S-8  
May 25, 2006

As filed with the Securities and Exchange Commission on May 25, 2006.

Registration No. 333-\_\_\_\_\_

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form S-8**

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

**INCYTE CORPORATION**

(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.)

**Experimental Station, Route 141 &  
Henry Clay Road,  
Building E336  
Wilmington, Delaware**

(Address of Principal Executive Offices)

**19880**

(Zip Code)

**1997 EMPLOYEE STOCK PURCHASE PLAN OF INCYTE CORPORATION**

(Full title of the plan)

**PAUL A. FRIEDMAN**

President and Chief Executive Officer  
Incyte Corporation  
Experimental Station, Route 141 &  
Henry Clay Road,  
Building E336  
Wilmington, Delaware

(302) 498-6700

(Name, address and telephone number,  
including area code, of agent for service)

Copy to:

STANTON D. WONG  
Pillsbury Winthrop Shaw Pittman LLP  
P.O. Box 7880  
San Francisco, CA 94120  
(415) 983-1000

**CALCULATION OF REGISTRATION FEE**

| Title of | Amount<br>To Be | Proposed Maximum<br>Offering Price | Proposed<br>Maximum Aggregate | Amount of<br>Registration |
|----------|-----------------|------------------------------------|-------------------------------|---------------------------|
|----------|-----------------|------------------------------------|-------------------------------|---------------------------|

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| Securities To<br>Be Registered    | Registered(1)  | per Share(2) | Offering Price(2) | Fee   |
|-----------------------------------|----------------|--------------|-------------------|-------|
| Common Stock, \$.001 par value(3) | 750,000 shares | \$3.93       | \$2,947,500       | \$316 |

(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 the average of the high and low sales prices of the Registrant's Common Stock on the Nasdaq National Market on May 23, 2006.

(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.

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.

The Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission on August 15, 2003 (File No. 333-108013), June 28, 2002 (File No. 333-91540), 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 for the year ended December 31, 2005;
- (2) Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006;
- (3) Registrant's Amended Current Report on Form 8-K/A filed on February 6, 2006 and Current Reports filed on February 16, 2006 (excluding the portion thereof furnished under Item 2.02 of Form 8-K), March 16, 2006 and April 3, 2006;
- (4) The description of the Common Stock contained in Registrant's Registration Statement on Form 8-A filed January 5, 1996; 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.

In addition, all documents subsequently filed by Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (excluding any portions thereof furnished under Items 2.02 or 7.01 of Form 8-K) 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

Exhibit

| Number | Exhibit  |
|--------|--|
| 5.1    | Opinion of Pillsbury Winthrop Shaw Pittman LLP.                              |
| 23.1   | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm. |
| 23.2   | Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).    |



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 Wilmington, State of Delaware, on May 25, 2006.

INCYTE CORPORATION.

By /s/ PAUL A. FRIEDMAN  
Paul A. Friedman  
President and 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, David C. Hastings, and Patricia A. Schreck, 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:

| Signature   | Title  | Date         |
|---|--|--------------|
| /s/ PAUL A. FRIEDMAN<br><b>Paul A. Friedman</b>     | President, Chief Executive Officer (Principal Executive Officer) and Director      | May 25, 2006 |
| /s/ DAVID C. HASTINGS<br><b>David C. Hastings</b>   | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | May 25, 2006 |
| /s/ LAURENT CHARDONNET<br><b>Laurent Chardonnet</b> | Vice President, Finance and Treasurer (Principal Accounting Officer)               | May 25, 2006 |

|  |          |              |
|--|----------|--------------|
| <i>/s/</i> RICHARD U. DE SCHUTTER<br><b>Richard U. De Schutter</b> | Chairman | May 25, 2006 |
| <i>/s/</i> BARRY M. ARIKO<br><b>Barry M. Ariko</b>                 | Director | May 25, 2006 |
| <i>/s/</i> JULIAN C. BAKER<br><b>Julian C. Baker</b>               | Director | May 25, 2006 |
| <i>/s/</i> PAUL A. BROOKE<br><b>Paul A. Brooke</b>                 | Director | May 25, 2006 |
| <i>/s/</i> MATTHEW W. EMMENS<br><b>Matthew W. Emmens</b>           | Director | May 25, 2006 |
| <i>/s/</i> JOHN F. NIBLACK<br><b>John F. Niblack</b>               | Director | May 25, 2006 |
| <i>/s/</i> ROY A. WHITFIELD<br><b>Roy A. Whitfield</b>             | Director | May 25, 2006 |

**INDEX TO EXHIBITS**

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