

Edgar Filing: NEUROCRINE BIOSCIENCES INC - Form 8-K

NEUROCRINE BIOSCIENCES INC  
Form 8-K  
December 03, 2001

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): DECEMBER 3, 2001

NEUROCRINE BIOSCIENCES, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

|   |                                     |   |
|---|-------------------------------------|---|
| DELAWARE<br>(STATE OR OTHER JURISDICTION<br>OF INCORPORATION) | 0-28150<br>(COMMISSION FILE NUMBER) | 33-0525145<br>(I.R.S. EMPLOYER<br>IDENTIFICATION NO.) |
|---|-------------------------------------|---|

|   |                     |
|---|---------------------|
| 10555 SCIENCE CENTER DRIVE, SAN DIEGO, CALIFORNIA<br>(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) | 92121<br>(ZIP CODE) |
|---|---------------------|

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (858) 658-7600

This Current Report on Form 8-K is filed by Neurocrine Biosciences, Inc., a Delaware corporation (the "Company"), in connection with the matters described herein.

ITEM 5. OTHER EVENTS.

Attached as Exhibit 1.1 hereto and incorporated by reference herein is the form of Underwriting Agreement by and among the Company and Deutsche Banc Alex. Brown Inc. and Credit Suisse First Boston Corporation, as representatives of the several underwriters, to be used in connection with the proposed public offering of 3,250,000 shares of the Company's common stock, par value \$.001 per share, and the granting of an over-allotment option to purchase 487,500 shares of common stock to the underwriters pursuant to the Company's Registration Statement on Form S-3 (File No. 333-73216). Attached as Exhibit 5.1 is the opinion of Latham & Watkins relating to the legality of the shares to be offered.

ITEM 7. EXHIBITS.

(c) Exhibits.

| Exhibit<br>Number | Description of Exhibit         |
|-------------------|--------------------------------|
| -----             | -----                          |
| 1.1               | Form of Underwriting Agreement |

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5.1

Opinion of Latham & Watkins

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.

Date: December 3, 2001

NEUROCRINE BIOSCIENCES, Inc.

By: /s/ PAUL W. HAWRAN

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Paul W. Hawran  
Senior Vice President and  
Chief Financial Officer