

INCYTE CORP
Form 3
May 12, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Trower Paul | | (Month/Day/Year) | INCYTE CORP [INCY] | |
| (Last) | (First) | 05/04/2015 | | |
| 1801 AUGUSTINE CUT-OFF | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| WILMINGTON,Â DEÂ 19803 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | VP, Finance & Prin Acc Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 7,596 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | Amount or Number of | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|-------|------------|--------------|--------|----------|-------------------|---|
| Incentive Stock Option (right to buy) | Â (2) | 01/18/2019 | Common Stock | 5,813 | \$ 17.79 | D | Â |
| Incentive Stock Option (right to buy) | Â (3) | 02/08/2020 | Common Stock | 6,601 | \$ 18.32 | D | Â |
| Incentive Stock Option (right to buy) | Â (4) | 01/20/2021 | Common Stock | 1,143 | \$ 64.55 | D | Â |
| Incentive Stock Option (right to buy) | Â (5) | 01/07/2022 | Common Stock | 1,396 | \$ 73.21 | D | Â |
| Incentive Stock Option (right to buy) | Â (6) | 01/07/2025 | Common Stock | 1,365 | \$ 73.21 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (2) | 01/18/2019 | Common Stock | 34,187 | \$ 17.79 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 02/08/2020 | Common Stock | 33,399 | \$ 18.32 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 01/20/2021 | Common Stock | 6,943 | \$ 64.55 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (5) | 01/07/2022 | Common Stock | 6,818 | \$ 73.21 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (6) | 01/07/2025 | Common Stock | 4,405 | \$ 73.21 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Trower Paul 1801 AUGUSTINE CUT-OFF WILMINGTON,Â DEÂ 19803 | Â | Â | Â VP, Finance & Prin Acc Officer | Â |

Signatures

/s/ Paul Trower 05/12/2015
 __Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
 - (1) Includes 1,135 shares underlying restricted stock units ("RSUs") that will vest in full on January 21, 2017 and 1,152 shares underlying restricted stock units ("RSUs") that will vest in full on January 8, 2018, subject to Mr. Trower's continued service with the Issuer through such vesting date. The RSUs may be settled only for shares of common stock on a one-for-one basis.
 - (2) Beginning January 19, 2012, options became exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.

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- (3) Beginning February 9, 2013, options became exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (4) Beginning January 21, 2014, options became exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (5) Beginning January 8, 2015, options became exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (6) Options granted on January 8, 2015 and become exercisable in full on January 8, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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