

INCYTE CORP
Form 4
September 18, 2015

FORM 4

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

OMB APPROVAL

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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 *
BAKER JULIAN

(Last) (First) (Middle)

667 MADISON AVENUE, 21ST FLOOR

(Street)

NEW YORK, NY US 10065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INCYTE CORP [INCY]

3. Date of Earliest Transaction (Month/Day/Year)
09/16/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 09/16/2015 | | M | | 7,292 | A | (1) 58,632 (2) | D | |
| Common Stock | 09/16/2015 | | M | | 7,406 | A | (3) 61,049 (4) | D | |
| Common Stock | | | | | | | 33,410 | I | See Footnote (5) |
| Common Stock | 09/16/2015 | | M | | 864,614 | A | (6) 2,943,733 | I | See Footnote (7) (12) |
| | 09/16/2015 | | M | | 3,642,962 | A | (8) 16,128,927 | I | |

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| | | | | | | | | | |
|-----------------|------------|--|---|---------|---|------|---------|-----------------------------|------------------------------|
| Common Stock | | | | | | | | See Footnote (9) (12) | |
| Common Stock | 09/16/2015 | | M | 101,652 | A | (10) | 512,673 | I | See Footnote (11) (12) |

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 Am Underlying Sec (Instr. 3 and 4) |
|---|---|---|---|---|--|--|--------------------|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| 4.75% Convertible Senior Notes due 2015 | \$ 8.775 | 09/16/2015 | | M | (A) 64,000 ⁽¹⁾ | 09/24/2009 | 10/01/2015 | Common Stock |
| 4.75% Convertible Senior Notes due 2015 | \$ 8.775 | 09/16/2015 | | M | (A) 65,000 ⁽³⁾ | 09/24/2009 | 10/01/2015 | Common Stock |
| 4.75% Convertible Senior Notes due 2015 | \$ 8.775 | 09/16/2015 | | M | (A) 7,587,000 ⁽⁶⁾ | 09/24/2009 | 10/01/2015 | Common Stock |
| 4.75% Convertible Senior Notes due 2015 | \$ 8.775 | 09/16/2015 | | M | (A) 31,967,000 ⁽⁸⁾ | 09/24/2009 | 10/01/2015 | Common Stock |
| 4.75% Convertible Senior | \$ 8.775 | 09/16/2015 | | M | (A) 892,000 ⁽¹⁰⁾ | 09/24/2009 | 10/01/2015 | Common Stock |

Notes due
2015

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAKER JULIAN 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065 | X | X | | |
| BAKER FELIX 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065 | X | X | | |
| BAKER BROS. ADVISORS LP 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065 | X | X | | |
| 667, L.P. 667 MADISON AVENUE 21ST FLOOR NEW YORK, NY US 10065 | X | X | | |
| Baker Brothers Life Sciences LP 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065 | X | X | | |
| 14159, L.P. 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065 | X | X | | |
| Baker Bros. Advisors (GP) LLC 667 MADISON AVENUE 21ST FLOOR NEW YORK, NY US 10065 | X | X | | |

Signatures

/s/ Julian C. Baker

09/18/2015

__Signature of Reporting Person

Date

/s/ Felix J. Baker

09/18/2015

__Signature of Reporting Person

Date

By: Baker Bros. Advisors LP, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing

09/18/2015

__Signature of Reporting Person

Date

Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 667, L.P., pursuant to authority granted by Baker Biotech Capital, L.P., GP to 667, L.P. Name: Scott L. Lessing, Title: President /s/ Scott

09/18/2015

__Signature of Reporting Person

Date

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Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to BAKER BROTHERS LIFE SCIENCES, L.P., pursuant to authority granted by Baker Brothers Life Sciences Capital, L.P., GP to Baker Brothers Life Sciences, L.P Name: Scott L. Lessing, Title: President /s/ 09/18/2015

__Signature of Reporting Person Date

Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 14159, L.P., pursuant to authority granted by 14159 Capital, L.P., GP to 14159, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing 09/18/2015

__Signature of Reporting Person Date

By: Baker Bros. Advisors (GP) LLC, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing 09/18/2015

__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).
- (1) 7,292 shares of common stock of Incyte Corporation (the "Issuer") acquired upon conversion of \$64,000 principal amount of 4.75% Convertible Senior Notes due 2015 ("2015 Notes") held directly by Julian C. Baker at a conversion price of \$8.775.
- (2) Reflects securities of the Issuer held directly by Julian C. Baker.
- (3) 7,406 shares of common stock of the Issuer acquired upon conversion of \$65,000 principal amount of 2015 Notes held directly by Felix J. Baker at a conversion price of \$8.775.
- (4) Reflects securities of the Issuer held directly by Felix J. Baker.
- (5) Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in 33,410 shares of Common Stock of the Issuer directly held by FBB Associates. Julian C. Baker and Felix J. Baker are the sole partners of FBB Associates. Julian C. Baker and Felix J. Baker disclaim beneficial ownership of the securities held directly by FBB Associates except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that Julian C. Baker or Felix J. Baker is a beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (6) 864,614 shares of common stock of the Issuer acquired upon conversion of \$7,587,000 principal amount of 2015 Notes held directly by 667, L.P. ("667") at a conversion price of \$8.775.
- (7) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Biotech Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 2,943,733 shares of common stock of the Issuer beneficially owned by 667, a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667. Includes beneficial ownership of 182 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 55,000 shares received previously from exercise of 55,000 stock options of the Issuer that were issued to Julian C. Baker in his capacity as a director of the Issuer, of which the fund may be deemed to own a portion.
- (8) 3,642,962 shares of common stock of the Issuer acquired upon conversion of \$31,967,000 principal amount of 2015 Notes held directly by Baker Brothers Life Sciences, L.P. ("Life Sciences") at a conversion price of \$8.775.
- (9) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 16,128,927 shares of common stock of the Issuer beneficially owned by Life Sciences, a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences. Includes beneficial ownership of 182 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 55,000 shares received previously from exercise of 55,000 stock options of the Issuer that were issued to Julian C. Baker in his capacity as a director of the Issuer, of which the fund may be deemed to own a portion.
- (10) 101,652 shares of common stock of the Issuer acquired upon conversion of \$892,000 principal amount of 2015 Notes held directly by 14159, L.P. ("14159", and together with 667 and Life Sciences, the "Funds") at a conversion price of \$8.775.
- (11) As a result of Felix J. Baker's and Julian C. Baker's ownership interest in 14159 Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 512,673 shares of common stock of the Issuer beneficially owned by 14159, a limited partnership of which the sole general partner is 14159 Capital, L.P., a limited partnership of which the sole general partner is

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14159 Capital (GP), LLC, due to 14159 Capital, L.P.'s right to receive an allocation of a portion of the profits from 14159. Includes beneficial ownership of 182 shares issued pursuant to the Stock Incentive Plan in lieu of director retainer fees and 55,000 shares received previously from exercise of 55,000 stock options of the Issuer that were issued to Julian C. Baker in his capacity as a director of the Issuer, of which the fund may be deemed to own a portion.

- The Adviser serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Baker Bros. Advisors (GP) LLC (the "Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are principals of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds. Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (12)
- (13) Pursuant to instruction 4ciii this column is left blank.

Remarks:

Julian C. Baker is a director of Incyte Corporation (the "Issuer"). By virtue of his representation on the Board of Directors of t

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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