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INCYTE GENOMICS INC  
 Form S-8  
 August 15, 2001

As filed with the Securities and Exchange Commission on August 15, 2001.

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

SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

Form S-8

REGISTRATION STATEMENT  
 Under  
 THE SECURITIES ACT OF 1933

INCYTE GENOMICS, INC.

(Exact name of registrant as specified in its charter)

Delaware

94-3136539

(State or other jurisdiction of  
 Incorporation or organization)

(I.R.S. Employer  
 Identification No.)

3160 Porter Drive  
 Palo Alto, California

94304

(Address of Principal Executive Offices)

(Zip Code)

1997 EMPLOYEE STOCK PURCHASE PLAN OF INCYTE GENOMICS, INC.

(Full title of the plan)

ROY A. WHITFIELD  
 Chief Executive Officer  
 Incyte Genomics, Inc.  
 3160 Porter Drive  
 Palo Alto, California 94304  
 (415) 855-0555

Copy to:  
 STANTON D. WONG, ESQ.  
 Pillsbury Winthrop LLP  
 P.O. Box 7880  
 San Francisco, CA 94120  
 (415) 983-1000

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

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price(3)
Common Stock, \$.001 par value(3)	400,000 shares	\$17.10	\$6,840,000

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- (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 Company's Common Stock on the Nasdaq National Market on August 13, 2001.
- (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.

\_\_\_\_\_

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

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INFORMATION REQUIRED PURSUANT  
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TO GENERAL INSTRUCTION E TO FORM S-8  
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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.

Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission on October 3, 2000 (File No. 333-47180) and July 16, 1997 (File No. 333-31409) are hereby incorporated by reference.

Part II

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 (File No. 0-27488) for the fiscal year ended December 31, 2000;

(2) Registrant's Quarterly Reports on Form 10-Q (File No. 0-27488) for the quarters ended March 31, and June 30, 2001;

(3) Registrant's Current Report on Form 8-K filed on January 10, 2001, as amended by Form 8-K/A filed on February 5, 2001 and Current Reports on Form 8-K filed on February 13, and February 23, 2001 (File No. 0-27488);

(4) The description of the Common Stock contained in Registrant's Registration Statement on Form 8-A filed January 6, 1996 (File No. 0-27488); 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 (File No. 0-27488).

In addition, all documents subsequently filed by Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act of 1934 prior to the filing of a post-effective amendment which indicates that all securities offered

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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.

EXHIBITS

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Exhibit Number -----	Exhibit -----
5.1	Opinion of Pillsbury Winthrop LLP.
23.1	Consent of Ernst & Young LLP, Independent Auditors.
23.2	Consent of PricewaterhouseCoopers LLP, Independent Accountants.
23.3	Consent of PricewaterhouseCoopers LLP, Independent Accountants.
23.4	Consent of Pillsbury Winthrop LLP (included in Exhibit 5.1).
99.1	1997 Employee Stock Purchase Plan of Incyte Genomics, Inc., as amended and re (incorporated by reference to Exhibit 10.15 to the Company's Quarterly Report for the quarter ended March 31, 2001).

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SIGNATURES

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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 Palo Alto, State of California, on August 14, 2001.

INCYTE GENOMICS, INC.

By /s/ ROY A. WHITFIELD

-----  
Roy A. Whitfield  
Chief Executive Officer  
(Principal Executive Officer)

POWER OF ATTORNEY

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KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Roy A. Whitfield and John M. Vuko, 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

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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/ ROY A. WHITFIELD ----- Roy A. Whitfield	Chief Executive Officer (Principal Executive Officer) and Director	August
/s/ JOHN M. VUKO ----- John M. Vuko	Chief Financial Officer (Principal Financial Officer)	August
/s/ TIMOTHY HENN ----- Timothy Henn	Controller (Principal Accounting Officer)	August
/s/ JEFFREY J. COLLINSON ----- Jeffrey J. Collinson	Director	August

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Signature -----	Title -----	Date -----
/s/ RANDAL W. SCOTT ----- Randal W. Scott	Chairman of the Board	August
/s/ BARRY M. BLOOM ----- Barry M. Bloom	Director	August
/s/ FREDERICK B. CRAVES ----- Frederick B. Craves	Director	August

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/s/ JON S. SAXE

Director

August

-----  
Jon S. Saxe

/s/ BARRY M. ARIKO

Director

August

-----  
Barry M. Ariko

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