

INCYTE CORP  
Form 8-K  
September 19, 2006

**UNITED STATES  
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: September 15, 2006**  
(Date of earliest event reported)

**INCYTE CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**0-27488**  
(Commission File  
Number)

**94-3136539**  
(I.R.S. Employer  
Identification Number)

**Experimental Station, Route  
141 & Henry Clay Road,  
Building E336  
Wilmington, DE**  
(Address of principal executive offices)

**(302) 498-6700**

**19880**  
(Zip Code)

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 1.01**      **Entry Into A Material Definitive Agreement.**

On September 15, 2006, the Board of Directors of Incyte Corporation (the Company ) approved an amended and restated 1997 Employee Stock Purchase Plan (the Plan ). The amended and restated Plan updated certain provisions, such as updating the definition of fair market value to reflect the change in status of The NASDAQ Stock Market to a stock exchange, and deleted the termination date for the Plan. A copy of the amended and restated Plan is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

**Item 9.01**      **Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	1997 Employee Stock Purchase Plan of Incyte Corporation, as amended and restated September 15, 2006.

**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.

Dated: September 19, 2006

INCYTE CORPORATION

By:

/s/ Patricia A. Schreck  
Patricia A. Schreck  
Executive Vice President and  
General Counsel

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