

INCYTE CORP

Form 4

November 13, 2007

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Baker Biotech Capital (GP), LLC

(Last) (First) (Middle)

667 MADISON AVENUE, 17TH  
FLOOR

(Street)

NEW YORK, NY US 10021

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

INCYTE CORP [INCY]

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

11/09/2007

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 or (D) Price		
Common Stock <sup>(1)</sup> <u>(2)</u>	11/09/2007		P		1,434 A \$ 7.8958	1,747,595	I Through Partnership <u>(3)</u>
Common Stock <sup>(1)</sup> <u>(2)</u>	11/09/2007		P		78,599 A \$ 7.7027	1,826,194	I Through Partnership <u>(3)</u>
Common Stock <sup>(1)</sup> <u>(2)</u>	11/12/2007		P		55,704 A \$ 8.3001	1,881,898	I Through Partnership <u>(3)</u>
Common Stock <sup>(1)</sup> <u>(2)</u>	11/12/2007		P		68,249 A \$ 8.2005	1,950,147	I Through Partnership

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<u>(2)</u>								<u>(3)</u>
Common Stock <u>(1)</u> <u>(2)</u>	11/12/2007	P	8,456	A	\$ 8.2338	1,958,603	I	Through Partnership <u>(3)</u>
Common Stock <u>(1)</u> <u>(2)</u>	11/12/2007	P	4,413	A	\$ 7.9953	1,963,016	I	Through Partnership <u>(3)</u>
Common Stock <u>(1)</u> <u>(2)</u>	11/13/2007	P	9,239	A	\$ 8.299	1,972,255	I	Through Partnership <u>(3)</u>
Common Stock <u>(1)</u> <u>(2)</u>	11/13/2007	P	5,727	A	\$ 8.2234	1,977,982	I	Through Partnership <u>(3)</u>
Common Stock <u>(1)</u> <u>(2)</u>	11/13/2007	P	7,843	A	\$ 8.2585	1,985,825	I	Through Partnership <u>(3)</u>
Common Stock <u>(1)</u> <u>(2)</u>	11/13/2007	P	34,518	A	\$ 8.2505	2,020,343	I	Through Partnership <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baker Biotech Capital (GP), LLC 667 MADISON AVENUE, 17TH FLOOR NEW YORK, NY US 10021	X			
BAKER JULIAN 667 MADISON AVENUE, 17TH FLOOR NEW YORK, NY US 10021	X			

## Signatures

/s/ Julian C. Baker, as Managing Member of Baker Biotech Capital (GP),  
LLC 11/13/2007

\_\_Signature of Reporting Person

Date

/s/ Julian C. Baker 11/13/2007

\_\_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) In addition to Baker Biotech Capital (GP), LLC, this Form 4 is being filed by Julian C. Baker who has the same business address as Baker Biotech Capital (GP), LLC and may be deemed to have a pecuniary interest in securities owned by it. Julian C. Baker is a Director of the Issuer. Because of certain relationships with other security holders of the Issuer, the Reporting Persons are filing solely for informational purposes as if they were a member of a group of such shareholders. (Continued in footnote 2).

(2) However, the Reporting Persons disclaim that they and any other person or persons, in fact constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, or Rule 13d-5 thereunder or that they are the beneficial owners of securities owned by any such other persons, and each of them disclaims beneficial ownership of securities reported herein except to the extent of their pecuniary interest, if any, therein.

(3) Represents securities owned directly by Baker Biotech Fund I, L.P., the sole general partner of which is Baker Biotech Capital, L.P., a limited partnership the sole general partner of which is Baker Biotech Capital (GP), LLC. Julian C. Baker is a controlling member of Baker Biotech Capital (GP), LLC.

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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