

NEUROCRINE BIOSCIENCES INC  
Form 8-K  
May 26, 2011

**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 (Date of the earliest event reported): May 25, 2011

**NEUROCRINE BIOSCIENCES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**0-22705**  
(Commission  
File Number)

**33-0525145**  
(IRS Employer  
Identification No.)

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**12780 El Camino Real, San Diego, California**  
(Address of principal executive offices)

**92130**  
(Zip Code)

**Registrant's telephone number, including area code: (858) 617-7600**

N/A

(Former name or former address, if changed since last report.)

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 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

The 2011 Annual Meeting of Stockholders (the Annual Meeting ) of Neurocrine Biosciences, Inc. (the Company ) was held on May 25, 2011. As of the close of business on April 1, 2011, the record date for the Annual Meeting, there were 55,191,086 shares of common stock entitled to vote, of which there were 50,690,973 shares present at the Annual Meeting in person or by proxy. At the Annual Meeting, stockholders voted on six matters: (i) the election of three Class III Directors for a term of three years expiring at the 2014 Annual Meeting of Stockholders, (ii) an advisory vote on the compensation paid to the Company s named executive officers, (iii) an advisory vote on the frequency of future advisory votes on the compensation paid to the Company s named executive officers, (iv) the approval of the Company s 2011 Equity Incentive Plan, (v) the consideration of a stockholder proposal to declassify the Board of Directors, and (vi) the ratification of the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2011. The voting results were as follows:

## Election of three Class III Directors for a term of three years expiring at the 2014 Annual Meeting of Stockholders

|                             |     |            |          |            |
|-----------------------------|-----|------------|----------|------------|
| Kevin C. Gorman, Ph.D.      | For | 28,253,279 | Withheld | 7,602,717  |
| Gary A. Lyons               | For | 28,079,894 | Withheld | 7,776,102  |
| William H. Rastetter, Ph.D. | For | 22,691,505 | Withheld | 13,164,491 |

The three nominees for Class III Director were elected. Our Class I Directors, Joseph Mollica, Ph.D, Wylie W. Vale, Ph.D. and W. Thomas Mitchell, continue in office until our 2012 Annual Meeting of Stockholders. Our Class II Directors, Corinne H. Nevinny, Richard F. Pops and Stephen A. Sherwin, M.D., continue in office until our 2013 Annual Meeting of Stockholders.

There were 14,834,977 broker non-votes for each of the three director nominees.

## An advisory vote on the compensation paid to the Company s named executive officers

|               |     |            |         |           |         |        |
|---------------|-----|------------|---------|-----------|---------|--------|
| Shares Voted: | For | 34,800,082 | Against | 1,018,954 | Abstain | 36,960 |
|---------------|-----|------------|---------|-----------|---------|--------|

There were 14,834,977 broker non-votes for this proposal.

The compensation paid to the Company s named executive officers was approved on an advisory basis.

## An advisory vote on the frequency of future advisory votes on the compensation paid to the Company s named executive officers

|          |              |
|----------|--------------|
|          | Shares Voted |
| 1 year:  | 32,543,493   |
| 2 years: | 291,458      |
| 3 years: | 2,984,650    |
| Abstain: | 36,395       |

There were 14,834,977 broker non-votes for this proposal.

The stockholders approved conducting future advisory votes on the compensation paid to the Company s named executive officers on an annual basis. Accordingly, the Company has determined to hold an advisory vote on the compensation of the Company s named executive officers once every year, until the next required vote on the frequency of future advisory votes on the compensation of named executive officers.

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### Approval of the Company's 2011 Equity Incentive Plan

|               |     |            |         |           |         |        |
|---------------|-----|------------|---------|-----------|---------|--------|
| Shares Voted: | For | 31,272,131 | Against | 4,522,431 | Abstain | 61,434 |
|---------------|-----|------------|---------|-----------|---------|--------|

There were 14,834,977 broker non-votes for this proposal.

The 2011 Equity Incentive Plan was approved.

### Consideration of a stockholder proposal to declassify the Board of Directors

|               |     |            |         |           |         |         |
|---------------|-----|------------|---------|-----------|---------|---------|
| Shares Voted: | For | 30,198,713 | Against | 5,538,072 | Abstain | 119,211 |
|---------------|-----|------------|---------|-----------|---------|---------|

There were 14,834,977 broker non-votes for this proposal.

The stockholder proposal was approved.

### Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011

|               |     |            |         |         |         |        |
|---------------|-----|------------|---------|---------|---------|--------|
| Shares Voted: | For | 50,217,413 | Against | 377,123 | Abstain | 96,437 |
|---------------|-----|------------|---------|---------|---------|--------|

The appointment of Ernst & Young LLP was ratified.

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: May 26, 2011

NEUROCRINE BIOSCIENCES, INC.

*/s/* TIMOTHY P. COUGHLIN  
**Timothy P. Coughlin**  
**Vice President and Chief Financial Officer**