

INCYTE GENOMICS INC
Form SC 13G/A
February 20, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Amendment No. 4)*

INCYTE GENOMICS, INC.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

45337C-10-2

(CUSIP Number)

December 31, 2000

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 45337C-10-2

| | | |
|---|--|---|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Andrew H. Tisch | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION United States | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER -0- |
| | 6 | SHARED VOTING POWER 3,223,710 |
| | 7 | SOLE DISPOSITIVE POWER -0- |
| | 8 | SHARED DISPOSITIVE POWER 3,223,710 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,223,710 | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.0% | |
| 12 | TYPE OF REPORTING PERSON IN | |

CUSIP No. 45337C-10-2

| | | |
|--|--|---------------------------------------|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Daniel R. Tisch | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) [] (b) [X] |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION United States | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 52,878 |
| | 6 | SHARED VOTING POWER 3,223,710 |
| | 7 | SOLE DISPOSITIVE POWER 52,878 |
| | 8 | SHARED DISPOSITIVE POWER 3,223,710 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,276,588 | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | [] |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.0% | |
| 12 | TYPE OF REPORTING PERSON IN | |

Page 3 of 17 pages

CUSIP No. 45337C-10-2

| | | |
|---|---|---------------------------------------|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) James S. Tisch | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) [] (b) [X] |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION United States | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER -0- |
| | 6 | SHARED VOTING POWER 3,223,710 |
| | 7 | SOLE DISPOSITIVE POWER -0- |
| | 8 | SHARED DISPOSITIVE POWER 3,223,710 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,223,710 | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | [] |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.0% | |
| 12 | TYPE OF REPORTING PERSON IN | |

Page 4 of 17 pages

CUSIP No. 45337C-10-2

| | | |
|----------|--|---------|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Thomas J. Tisch | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) [] |

| | | |
|---|---|---|
| | | (b) <input checked="" type="checkbox"/> |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION United States | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER -0- |
| | 6 | SHARED VOTING POWER 3,223,710 |
| | 7 | SOLE DISPOSITIVE POWER -0- |
| | 8 | SHARED DISPOSITIVE POWER 3,223,710 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,223,710 | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.0% | |
| 12 | TYPE OF REPORTING PERSON IN | |

Page 5 of 17 pages

CUSIP No. 45337C-10-2

| | | |
|----------|---|---|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Baker/Tisch Investments, LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 3 | SEC USE ONLY | |

| | | |
|---|--|---|
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 99,585 |
| | 6 | SHARED VOTING POWER -0- |
| | 7 | SOLE DISPOSITIVE POWER 99,585 |
| | 8 | SHARED DISPOSITIVE POWER -0- |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 99,585 | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | <input checked="" type="checkbox"/> [X] |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2% | |
| 12 | TYPE OF REPORTING PERSON OO | |

Page 6 of 17 pages

CUSIP No. 45337C-10-2

| | | |
|------------------|--|---|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Baker Bros. Investments LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> [X] |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES | 5 | SOLE VOTING POWER 59,122 |
| | | |

| | | |
|--|--|----------------------------------|
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER -0- |
| | 7 | SOLE DISPOSITIVE POWER 59,122 |
| | 8 | SHARED DISPOSITIVE POWER -0- |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 59,122 | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | [X] |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.1% | |
| 12 | TYPE OF REPORTING PERSON OO | |

Page 7 of 17 pages

CUSIP No. 45337C-10-2

| | | |
|---|--|--------------------------------|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Julian C. Baker | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) [] (b) [X] |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION United States | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER -0- |
| | 6 | SHARED VOTING POWER 158,707 |
| | 7 | SOLE DISPOSITIVE POWER -0- |

| | |
|-----------|---|
| | 8 SHARED DISPOSITIVE POWER 158,707 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 158,707 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [X] |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2% |
| 12 | TYPE OF REPORTING PERSON IN |

Page 8 of 17 pages

CUSIP No. 45337C-10-2

| | | |
|---|---|-------------------------------------|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Felix J. Baker | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) [] (b) [X] |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION United States | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER -0- |
| | 6 | SHARED VOTING POWER 158,707 |
| | 7 | SOLE DISPOSITIVE POWER -0- |
| | 8 | SHARED DISPOSITIVE POWER 158,707 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 158,707 | |

| | | |
|-----------|--|-----|
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | [X] |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2% | |
| 12 | TYPE OF REPORTING PERSON IN | |

Page 9 of 17 pages

This Amendment No. 4 to Schedule 13G amends and supplements the statement on Schedule 13G previously filed by Four Partners, a New York general partnership, and other entities and individuals with the Securities and Exchange Commission.

Item 1.

(a) Name of Issuer

Incyte Genomics, Inc. (the Issuer)

(b) Address of Issuer s Principal Executive Offices

3160 Porter Drive
Palo Alto, California 94304

Item 2.

(a) Name of Person Filing

This Schedule 13G is being filed jointly by Andrew H. Tisch, Daniel R. Tisch, James S. Tisch, Thomas J. Tisch, Baker/Tisch Investments, LLC, Baker Bros. Investments, LLC, Julian C. Baker and Felix J. Baker.

(b) Address of Principal Business Office or, if none, Residence

The addresses of the reporting persons are as follows:

| <u>Name</u> | <u>Business Address</u> |
|-----------------|--|
| Andrew H. Tisch | 667 Madison Avenue New York, New York 10021 |
| Daniel R. Tisch | Mentor Partners, L.P. 500 Park Avenue New York, New York 10021 |
| James S. Tisch | 667 Madison Avenue New York, New York 10021 |

Thomas J. Tisch

667 Madison Avenue
New York, New York 10021

Page 10 of 17 pages

Baker/Tisch Investments, LLC

c/o Tisch Family Interests
667 Madison Avenue
New York, New York 10021

Baker Bros. Investments, LLC

c/o Tisch Family Interests
667 Madison Avenue
New York, New York 100211

Julian C. Baker

c/o Tisch Family Interests
667 Madison Avenue
New York, New York 10021

Felix J. Baker

c/o Tisch Family Interests
667 Madison Avenue
New York, New York 10021

(c) Citizenship

Each of Andrew H. Tisch, Daniel R. Tisch, James S. Tisch, Thomas J. Tisch, Julian C. Baker and Felix J. Baker is a United States citizen. Baker/Tisch Investments, LLC and Baker Bros. Investments, LLC are limited liability companies organized under the laws of the State of Delaware.

(d) Title of Class of Securities

Common stock, par value \$0.001 per share (the Common Stock)

(e) CUSIP Number

45337C-10-2

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or Dealer registered under Section 15 of the Act
- (b) Bank as defined in section 3(a)(6) of the Act
- (c) Insurance Company as defined in section 3(a)(19) of the Act
- (d) Investment Company registered under section 8 of the Investment Company Act

Page 11 of 17 pages

- (e) Investment Adviser registered under section 203 of the Investment Advisers Act of 1940
- (f) Employee Benefit Plan or Endowment Fund, see § 240.13d-1(b)(1)(ii)(F)
- (g) Parent holding company or control person, in accordance with § 240.13d-1(b)(1)(ii)(G)
- (h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act
- (j) Group, in accordance with § 240.13d-1(b)(1)(ii)(H)

Item 4. Ownership

Because of certain business and family relationships among the Reporting Persons, they are filing as if they constitute a group solely for informational purposes. By signing this statement, each Reporting Person agrees that this Statement is filed on his behalf. The filing of this statement is not an admission by any Reporting Person that such Reporting Person and any other Reporting Person or Reporting Persons constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, or Rule 13d-5 thereunder. Each Reporting Person disclaims beneficial ownership of, or pecuniary interest in, any shares of Common Stock owned by any other Reporting Person, except to the extent that beneficial ownership or pecuniary interest is expressly reported herein.

Set forth in the table below is the aggregate number of shares of Common Stock beneficially owned as of the date hereof by each of the following, together with the percentage of outstanding shares of Common Stock which is beneficially owned by each such person or entity.

Page 12 of 17 pages

| <u>Name of Beneficial Owner</u> | <u>Amount and Nature of Beneficial Ownership</u> | <u>% of Class Outstanding(1)</u> |
|-------------------------------------|--|--------------------------------------|
| Four Partners (2) | 2,701,910 | 4.2% |
| Four-Fourteen Partners | 200,000 | 0.3% |
| Damial Foundation (3) | 52,878 | 0.1% |
| Andrew Tisch GRAT V | 291,106 | 0.4% |
| Daniel Tisch GRAT V | 291,106 | 0.4% |
| James Tisch GRAT V | 291,106 | 0.4% |
| Thomas Tisch GRAT V | 291,106 | 0.4% |
| Andrew Tisch 2000 GRAT I | 30,694 | 0.05% |
| Daniel Tisch 2000 GRAT I | 30,694 | 0.05% |
| James Tisch 2000 GRAT I | 30,694 | 0.05% |
| Thomas Tisch 2000 GRAT I | 30,694 | 0.05% |
| Baker/Tisch Investments (4) | 99,585 | 0.2% |
| Baker Bros. Investments (5) | 59,122 | 0.1% |
| Total | 4,400,695 | 6.8% |

(1)

The ownership percentages set forth in the table above are based on 65,092,338 shares of Common Stock outstanding, representing 64,173,242 shares of Common Stock outstanding, as reported on the Issuer's Form 10-Q for the fiscal quarter ended September 30, 2000, plus 919,096 shares representing the total number of Common Shares into which the Convertible Subordinated Notes held by the Reporting Persons are convertible.

- (2) Includes 707,510 shares, representing the number of shares of Common Stock into which \$47,700,000 of 5.5% Convertible Subordinated Notes due 2007 of the Issuer (the Convertible Subordinated Notes) held by Four Partners are currently convertible at a conversion price of \$67.4195.
- (3) Represents the number of shares of Common Stock into which \$3,565,000 of Convertible Subordinated Notes held by Damial Foundation are currently convertible at a conversion price of \$67.4195.
- (4) Represents the number of Common Shares into which \$6,714,000 of Convertible Subordinated Notes held by Baker/Tisch Investments are currently convertible at a conversion price of \$67.4195.
- (5) Represents the number of Common Shares into which \$3,986,000 of Convertible Subordinated Notes held by Baker Bros. Investments are currently convertible at a conversion price of \$67.4195.

Page 13 of 17 pages

Each person listed above has sole power to vote or direct the vote and sole power to dispose or direct the disposition of the shares listed after its, his or her name, except as follows:

- (1) Each of the GRATs is a grantor retained annuity trust in which the grantor holds an annuity interest and in which the remainder interest was created in favor of a trust or trusts for the grantor's offspring. Thomas J. Tisch is the grantor and Andrew H. Tisch is the trustee of Thomas Tisch GRAT V. Daniel R. Tisch is the grantor and James S. Tisch is the trustee of Daniel Tisch GRAT V. James S. Tisch is the grantor and Thomas J. Tisch is the trustee of James Tisch GRAT V. Andrew H. Tisch is the grantor and Daniel R. Tisch is the trustee of Andrew Tisch GRAT V. Thomas J. Tisch is the grantor and Andrew H. Tisch is the trustee of Thomas Tisch 2000 GRAT I. Daniel R. Tisch is the grantor and James S. Tisch is the trustee of Daniel Tisch 2000 GRAT I. James S. Tisch is the grantor and Thomas J. Tisch is the trustee of James Tisch 2000 GRAT I. Andrew H. Tisch is the grantor and Daniel R. Tisch is the trustee of Andrew Tisch 2000 GRAT I. By virtue of their status as trustees of the respective GRATs, each of Andrew H. Tisch, Daniel R. Tisch, James S. Tisch and Thomas J. Tisch may be deemed to beneficially own shares owned by those GRATs of which he is trustee and may be deemed to have power to vote or direct the vote and dispose or direct the disposition of those shares.
- (2) By virtue of their status as managing trustees of the trusts which are the general partners of Four Partners, a New York general partnership, Andrew H. Tisch, Daniel R. Tisch, James S. Tisch and Thomas J. Tisch may be deemed to have shared beneficial ownership of shares owned by Four Partners and shared power to vote or direct the vote of and to dispose or direct the disposition of those shares.
- (3) By virtue of their status as trustees of the trusts which are members of Four-Fourteen Partners, LLC, a Delaware limited liability company, partners of the partnerships that are members of Four-Fourteen Partners and partners of the partnerships that are partners of the partnerships that are members of Four-Fourteen Partners, Andrew H. Tisch, Daniel R. Tisch, James S. Tisch and Thomas J. Tisch may be deemed to have indirectly shared power to vote or direct the vote of the securities owned by Four-Fourteen Partners and indirectly shared power to dispose or direct the disposition of the securities

owned by Four-Fourteen Partners.

- (4) Daniel R. Tisch may be deemed to have power to vote or direct the vote of the securities owned by Damial Foundation, a Delaware not-for-profit corporation, and power to dispose or direct the disposition of the securities owned by Damial Foundation.

Page 14 of 17 pages

- (5) By virtue of his status as manager of Four Partners and Four-Fourteen Partners, Thomas J. Tisch may be deemed to have power to vote or direct the vote of the securities owned by Four Partners and Four-Fourteen Partners and power to dispose or direct the disposition of the securities owned by Four Partners and Four-Fourteen Partners.
- (6) Julian C. Baker and Felix J. Baker may be deemed to beneficially own shares owned by Baker/Tisch Investments and Baker Bros. Investments and may be deemed to have shared power to vote or direct the vote and dispose or direct the disposition of those shares.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

By signing below I hereby certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities

Page 15 of 17 pages

and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I hereby certify that the information set forth in this statement is true, complete and correct.

February 16, 2001

/s/ Andrew H. Tisch

Andrew H. Tisch

/s/ Daniel R. Tisch

Daniel R. Tisch

/s/ James S. Tisch

James S. Tisch

/s/ Thomas J. Tisch

Thomas J. Tisch

BAKER/TISCH INVESTMENTS, LLC
By Baker/Tisch Capital, LLC,
its Managing Member

By /s/ Julian C. Baker

Julian C. Baker, Managing Member

BAKER/BROS. INVESTMENTS, LLC
By Baker Bros. Capital, LLC,
its Managing Member

By /s/ Julian C. Baker

Julian C. Baker, Managing Member

/s/ Julian C. Baker

Julian C. Baker

/s/ Felix J. Baker

Felix J. Baker

Page 16 of 17 pages

AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that this Amendment to Schedule 13G dated February 16, 2001 relating to the Common Stock, \$0.001 par value per share, of Incyte Genomics, Inc., as the same may be amended from time to time hereafter, is being filed with the Securities and Exchange Commission on behalf of each of them.

February 16, 2001

/s/ Andrew H. Tisch

Andrew H. Tisch

/s/ Daniel R. Tisch

Daniel R. Tisch

/s/ James S. Tisch

James S. Tisch

/s/ Thomas J. Tisch

Thomas J. Tisch

BAKER/TISCH INVESTMENTS, LLC
By Baker/Tisch Capital, LLC,
its Managing Member

By /s/ Julian C. Baker

Julian C. Baker, Managing Member

BAKER/BROS. INVESTMENTS, LLC
By Baker Bros. Capital, LLC,
its Managing Member

By /s/ Julian C. Baker

Julian C. Baker, Managing Member

/s/ Julian C. Baker

Julian C. Baker

/s/ Felix J. Baker

Felix J. Baker