

INCYTE CORP  
Form 10-K/A  
March 17, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10 K/A

(Amendment No. 1)

(mark one)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the fiscal year ended December 31, 2016

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the transition period from to

Commission File Number: 001 12400

INCYTE CORPORATION

(Exact name of registrant as specified in its charter)

|   |  |
|---|--|
| Delaware                                  | 94 3136539   |
| (State of other jurisdiction              | (IRS Employer  |
| of incorporation or organization)         | Identification No.)                                  |
| 1801 Augustine Cut-Off                    | 19803  |
| Wilmington, DE                            | (zip code)   |
| (Address of principal executives offices) | (302) 498 6700                                       |
|   | (Registrant's telephone number, including area code) |

Securities registered pursuant to Section 12(b) of the Act:

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|  |                                      |
|--|--------------------------------------|
| Title of each class                      | Name of exchange on which registered |
| Common Stock, \$.001 par value per share | The NASDAQ Stock Market LLC          |

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15 (d) of the Act. Yes ☐ No ☐

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one)

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☐

The aggregate market value of Common Stock held by non-affiliates (based on the closing sale price on The NASDAQ Global Select Market on June 30, 2016) was approximately \$13.1 billion.

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As of February 7, 2017 there were 189,408,381 shares of Common Stock, \$.001 par value per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Items 10 (as to directors and Section 16(a) Beneficial Ownership Reporting Compliance), 11, 12, 13 and 14 of Part III incorporate by reference information from the registrant's proxy statement to be filed with the Securities and Exchange Commission in connection with the solicitation of proxies for the registrant's 2017 Annual Meeting of Stockholders to be held on May 26, 2017.

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## EXPLANATORY NOTE

This Amendment No. 1 to Form 10-K (this “Amendment”) amends the Annual Report on Form 10-K for the fiscal year ended December 31, 2016, originally filed on February 14, 2017 (the “Original Form 10-K”) of Incyte Corporation (the “Company” or “we”). We are filing this Amendment to amend Item 15(b) to include a corrected copy of Exhibit 23.1, Consent of Ernst & Young LLP, as the version filed with the Original Form 10-K inadvertently omitted a reference to one of the Company’s registration statements in which Ernst & Young LLP’s reports are incorporated by reference and referenced a number of registration statements as to which all shares registered thereunder have been issued.

This Amendment should be read in conjunction with the Original Form 10-K and the Company’s other filings made with the Securities and Exchange Commission subsequent to the filing of the Original Form 10-K. The Original Form 10-K has not been amended or updated to reflect events occurring after February 14, 2017, except as specifically set forth in this Amendment.

### Item 15. Exhibits, Financial Statement Schedules

(a) Documents filed as part of this report:

#### (1) Financial Statements

Reference is made to the Index to Consolidated Financial Statements of Incyte Corporation under Item 8 of Part II of the Original Form 10-K.

#### (2) Financial Statement Schedules

All financial statement schedules have been omitted because they are not applicable or not required or because the information is included elsewhere in the Consolidated Financial Statements or the Notes thereto referred to under Item 15(a)(1) above.

#### (3) Exhibits

See Item 15(b) below. Each management contract or compensatory plan or arrangement required to be filed has been identified.

#### (b) Exhibits

| Exhibit<br>Number | Description<br>of<br>Document  |
|-------------------|--|
| 3(i)              | Integrated copy of the Restated Certificate of Incorporation, as amended, of the Company (incorporated by reference to Exhibit 3(i) to the Company’s Annual Report on Form 10 K for the year ended December 31, 2009). |

- 3(ii) Bylaws of the Company amended and restated as of July 31, 2015 (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015).
- 4.1 Form of Common Stock Certificate (incorporated by reference to the exhibit of the same number to the Company's Annual Report on Form 10-K for the year ended December 31, 2002).
- 4.2 Indenture, dated as of November 14, 2013, between the Company and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed November 14, 2013).
- 4.3 Indenture, dated as of November 14, 2013, between the Company and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed November 14, 2013).
- 10.1# 1991 Stock Plan of Incyte Corporation, as amended (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009).

| Exhibit<br>Number | Description<br>of<br>Document   |
|-------------------|---|
| 10.2#             | Form of Incentive Stock Option Agreement under the 1991 Plan (incorporated by reference to the exhibit of the same number to the Company's Registration Statement on Form S-1 (File No. 33-68138)).       |
| 10.3#             | Form of Nonstatutory Stock Option Agreement under the 1991 Plan (incorporated by reference to the exhibit of the same number to the Company's Registration Statement on Form S-1 (File No. 33-68138)).    |
| 10.4#             | 1993 Directors' Stock Option Plan of Incyte Corporation, as amended (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009).       |
| 10.5#             | Incyte Corporation Amended and Restated 2010 Stock Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed May 27, 2016).                 |
| 10.6#             | Form of Stock Option Agreement for Executive Officers under the Incyte Corporation Amended and Restated 2010 Stock Incentive Plan, as amended (incorporated by reference to Exhibit 10.7 to the Company's |

- Quarterly Report on Form 10-Q for the quarter ended June 30, 2016).
- 10.7# Form of Nonstatutory Stock Option Agreement under the 2010 Stock Incentive Plan (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10 Q for the quarter ended June 30, 2014).
- 10.8# Form of Incentive Stock Option Agreement under the 2010 Stock Incentive Plan (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10 Q for the quarter ended June 30, 2014).
- 10.9# Form of Nonstatutory Stock Option Agreement for Outside Directors under the 2010 Stock Incentive Plan (incorporated by reference to Exhibit 10.24 to the Company's Annual Report on Form 10 K for the year ended December 31, 2013).
- 10.10# Form of Restricted Stock Unit Award Agreement under the 2010 Stock Incentive Plan (incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10 Q for the quarter ended June 30, 2014).
- 10.11#

- Form of Performance  
Share Award  
Agreement under the  
2010 Stock Incentive  
Plan (incorporated by  
reference to  
Exhibit 10.4 to the  
Company's Quarterly  
Report on Form 10 Q  
for the quarter ended  
March 31, 2014).
- 10.12# Form of Indemnity  
Agreement between  
the Company and its  
directors and officers  
(incorporated by  
reference to  
Exhibit 10.5 to the  
Company's  
Registration  
Statement on  
Form S 1 (File  
No. 33 68138)).
- 10.13# 1997 Employee  
Stock Purchase Plan  
of Incyte  
Corporation, as  
amended  
(incorporated by  
reference to Exhibit  
10.2 to the Company's  
Current Report on  
Form 8-K filed May  
27, 2016).
- 10.14# Form of Employment  
Agreement between  
the Company and  
Barry P. Flannelly  
(effective as of  
August 11, 2014),  
David W. Gyska  
(effective as of  
October 31, 2014),  
Steven H. Stein  
(effective as of  
March 2, 2015), and  
Vijay K. Iyengar  
(effective as of May  
9, 2016)  
(incorporated by  
reference to



- Exhibit 10.14 to the Company's Annual Report on Form 10 K for the year ended December 31, 2012).
- 10.15# Form of Amended and Restated Employment Agreement, effective as of April 18, 2012, between the Company and Reid M. Huber, Richard S. Levy, Eric H. Siegel, Paula J. Swain and Wenqing Yao (incorporated by reference to Exhibit 10.14 to the Company's Quarterly Report on Form 10 Q for the quarter ended March 31, 2012).
- 10.16# Offer of Employment Letter, dated as of January 3, 2014, from the Company to Hervé Hoppenot (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8 K filed January 13, 2014).
- 10.16.1# Employment Agreement between the Company and Hervé Hoppenot dated as of January 11, 2014 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8 K filed January 13, 2014).
- 10.16.2# Amendment, dated as of April 13, 2015, to Employment

Agreement between  
the Company and  
Hervé Hoppenot,  
dated as of January  
11, 2014  
(incorporated by  
reference to Exhibit  
10.3 to the Company's  
Quarterly Report on  
Form 10-Q for the  
quarter ended March  
31, 2015).

10.17# Restricted Stock Unit  
Award Agreement  
between the  
Company and Hervé  
Hoppenot dated  
January 13, 2014  
(incorporated by  
reference to  
Exhibit 10.3 to the  
Company's Current  
Report on Form 8 K  
filed January 13,  
2014).

| Exhibit<br>Number | Description<br>of<br>Document  |
|-------------------|--|
| 10.18†            | Collaborative Research and License Agreement dated as of November 18, 2005, by and between the Company and Pfizer Inc. (incorporated by reference to Exhibit 10.49 to the Company's Annual Report on Form 10 K for the year ended December 31, 2005).  |
| 10.19†            | Collaboration and License Agreement entered into as of November 24, 2009, by and between the Company and Novartis International Pharmaceutical Ltd. (incorporated by reference to Exhibit 10.21 to the Company's Annual Report on Form 10 K for the year ended December 31, 2009).   |
| 10.20†            | Amendment, dated as of April 5, 2016, to Collaboration and License Agreement entered into as of November 24, 2009, by and between the Company and Novartis International Pharmaceutical Ltd. (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2016). |
| 10.20.1†          | License, Development and Commercialization Agreement, entered into as of December 18, 2009, by and between the Company and Eli Lilly and Company (incorporated by reference to Exhibit 10.22 to the Company's Annual Report  |

- on Form 10 K for the year ended December 31, 2009).
- 10.20.2† Amendment, dated June 22, 2010, to License, Development and Commercialization Agreement entered into as of December 18, 2009, by and between the Company and Eli Lilly and Company (incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10 Q for the quarter ended June 30, 2010).
- 10.20.3† Third Amendment, entered into effective March 31, 2016, to License, Development and Commercialization Agreement entered into as of December 18, 2009, by and between the Company and Eli Lilly and Company (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016).
- 10.20.4†\* Fourth Amendment, entered into effective December 13, 2016, to License, Development and Commercialization Agreement entered into as of December 18, 2009, by and between the Company and Eli Lilly and Company.
- 10.21† License, Development and Commercialization Agreement, entered into as of January 9, 2015, by and between the Company, Incyte Europe S.a.r.l. (a wholly owned subsidiary of the

- Company), Agenus, Inc. and 4-Antibody AG (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015).
- 10.22 Stock Purchase Agreement, entered into as of January 9, 2015, between the Company and Agenus, Inc. (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015).
- 10.23† License and Collaboration Agreement, dated as of September 1, 2015, by and between Incyte Europe S.à.r.l. and Jiangsu Hengrui Medicine Co., Ltd. (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015).
- 10.24† Share Purchase Agreement, dated as of May 9, 2016, by and among Incyte Europe S.à.r.l., ARIAD Pharmaceuticals (Cayman) L.P., ARIAD Pharmaceuticals, Inc., as guarantor, and the Company, as guarantor (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2016).
- 10.25† Amended and Restated Buy-In License Agreement, dated as of June 1, 2016, between ARIAD Pharmaceuticals,

- Inc., ARIAD  
Pharmaceuticals (Europe)  
S.à.r.l. and the Company,  
as guarantor (incorporated  
by reference to Exhibit  
10.3 to the Company's  
Amendment No. 1 to  
Quarterly Report on Form  
10-Q/A for the quarter  
ended June 30, 2016).
- 10.26†\* Collaboration and License  
Agreement, dated  
December 20, 2016, by  
and between the Company  
and Merus N.V.
- 10.27†\* Share Subscription  
Agreement, dated  
December 20, 2016, by  
and between the Company  
and Merus N.V.
- 10.28 Letter Agreement dated  
September 24, 2009  
among the Company and  
the entities named therein  
(incorporated by reference  
to Exhibit 10.2 to the  
Company's Current Report  
on Form 8 K filed  
September 30, 2009).
- 10.29 Letter Agreement dated  
November 7, 2013 among  
the Company and the  
entities named therein  
(incorporated by reference  
to Exhibit 10.1 to the  
Company's Current Report  
on Form 8 K filed  
November 14, 2013).

| Exhibit<br>Number | Description<br>of<br>Document  |
|-------------------|--|
| 10.30             | Registration Rights Agreement, dated as of February 12, 2016, between the Company and 667, L.P., Baker Brothers Life Sciences, L.P. and 14159, L.P. (incorporated by reference to Exhibit 10.28 to the Company's Annual Report on Form 10-K for the year ended December 31, 2015). |
| 10.31†            | Lease Agreement by and between the Company and Augustine Land I, L.P., effective October 4, 2013 (incorporated by reference to Exhibit 10.27 to the Company's Annual Report on Form 10 K for the year ended December 31, 2013).  |
| 10.32             | Agreement of Sale between Incyte Corporation and Augustine Land II, L.P., dated August 21, 2015 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed August 25, 2015).   |
| 12.1*             | Computation of Ratios of Earnings to Fixed Charges.  |
| 21.1*             | Subsidiaries of the Company.   |
| 23.1**            |  |

|          |   |
|----------|---|
|          | Consent of Ernst &<br>Young LLP,<br>Independent<br>Registered Public<br>Accounting Firm.  |
| 24.1*    | Power of Attorney<br>(see page 129 of this<br>Form 10 K).   |
| 31.1*    | Rule 13a 14(a)<br>Certification of the<br>Chief Executive<br>Officer, dated<br>February 14, 2017.   |
| 31.2*    | Rule 13a 14(a)<br>Certification of the<br>Chief Financial<br>Officer, dated<br>February 14, 2017.   |
| 31.3**   | Rule 13a 14(a)<br>Certification of the<br>Chief Executive<br>Officer, dated March<br>17, 2017.  |
| 31.4**   | Rule 13a 14(a)<br>Certification of the<br>Chief Financial<br>Officer, dated March<br>17, 2017.  |
| 32.1***  | Statement of the<br>Chief Executive<br>Officer under<br>Section 906 of the<br>Sarbanes Oxley Act<br>of 2002 (18 U.S.C<br>Section 1350), dated<br>February 14, 2017. |
| 32.2***  | Statement of the<br>Chief Financial<br>Officer under<br>Section 906 of the<br>Sarbanes Oxley Act<br>of 2002 (18 U.S.C<br>Section 1350), dated<br>February 14, 2017. |
| 101.INS* | XBRL Instance<br>Document   |
| 101.SCH* | XBRL Taxonomy<br>Extension Schema<br>Document   |
| 101.CAL* | XBRL Taxonomy<br>Extension  |



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|          |   |
|----------|---|
|          | Calculation Linkbase<br>Document                      |
| 101.LAB* | XBRL Taxonomy<br>Extension Label<br>Linkbase Document |
| 101.PRE* | XBRL Taxonomy<br>Presentation<br>Linkbase Document    |
| 101.DEF* | XBRL Taxonomy<br>Definition Linkbase<br>Document      |

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\* Filed with the Original Form 10-K.

\*\* Filed herewith

\*\*\* In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release Nos. 33-8238 and 34-47986, Final Rule: Management's Reports on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports, the certifications furnished in Exhibits 32.1 and 32.2 are deemed to accompany the Form 10-K and will not be deemed "filed" for purpose of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

† Confidential treatment has been requested with respect to certain portions of these agreements.

# Indicates management contract or compensatory plan or arrangement.

Copies of above exhibits not contained herein are available to any stockholder upon written request to: Investor Relations, Incyte Corporation, 1801 Augustine Cut Off, Wilmington, DE 19803.

(c)Financial Statements and Schedules

Reference is made to Item 15(a)(2) above.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

INCYTE CORPORATION

By: /s/ David W. Gryska

David W. Gryska

Executive Vice President and Chief Financial Officer

Date: March 17, 2017

EXHIBIT INDEX

| Exhibit<br>Number | Description<br>of<br>Document  |
|-------------------|--|
| 3(i)              | Integrated copy of the Restated Certificate of Incorporation, as amended, of the Company (incorporated by reference to Exhibit 3(i) to the Company's Annual Report on Form 10-K for the year ended December 31, 2009). |
| 3(ii)             | Bylaws of the Company amended and restated as of July 31, 2015 (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015).                          |
| 4.1               | Form of Common Stock Certificate (incorporated by reference to the exhibit of the same number to the Company's Annual Report on Form 10-K for the year ended December 31, 2002).                                       |
| 4.2               |  |

Indenture, dated  
as of  
November 14,  
2013, between  
the Company  
and U.S. Bank  
National  
Association, as  
trustee  
(incorporated by  
reference to  
Exhibit 4.1 to  
the Company's  
Current Report  
on Form 8-K  
filed  
November 14,  
2013).

4.3 Indenture, dated  
as of  
November 14,  
2013, between  
the Company  
and U.S. Bank  
National  
Association, as  
trustee  
(incorporated by  
reference to  
Exhibit 4.2 to  
the Company's  
Current Report  
on Form 8-K  
filed  
November 14,  
2013).

10.1# 1991 Stock Plan  
of Incyte  
Corporation, as  
amended  
(incorporated by  
reference to  
Exhibit 10.1 to  
the Company's  
Quarterly Report  
on Form 10-Q for  
the quarter  
ended June 30,  
2009).

10.2# Form of  
Incentive Stock

- Option  
Agreement  
under the 1991  
Plan  
(incorporated by  
reference to the  
exhibit of the  
same number to  
the Company's  
Registration  
Statement on  
Form S-1 (File  
No. 33-68138)).
- 10.3# Form of  
Nonstatutory  
Stock Option  
Agreement  
under the 1991  
Plan  
(incorporated by  
reference to the  
exhibit of the  
same number to  
the Company's  
Registration  
Statement on  
Form S-1 (File  
No. 33-68138)).
- 10.4# 1993 Directors'  
Stock Option  
Plan of Incyte  
Corporation, as  
amended  
(incorporated by  
reference to  
Exhibit 10.2 to  
the Company's  
Quarterly Report  
on Form 10-Q for  
the quarter  
ended June 30,  
2009).
- 10.5# Incyte  
Corporation  
Amended and  
Restated 2010  
Stock Incentive  
Plan, as  
amended  
(incorporated by  
reference to

Exhibit 10.1 to  
the Company's  
Current Report  
on Form 8-K  
filed May 27,  
2016).

10.6# Form of  
Stock  
Option  
Agreement  
for  
Executive  
Officers  
under the  
Incyte  
Corporation  
Amended  
and  
Restated  
2010  
Stock  
Incentive  
Plan, as  
amended  
(incorporated  
by  
reference  
to Exhibit  
10.7 to the  
Company's  
Quarterly  
Report on  
Form 10-Q  
for the  
quarter  
ended June  
30, 2016).

10.7# Form of  
Nonstatutory  
Stock  
Option  
Agreement  
under the  
2010  
Stock  
Incentive  
Plan  
(incorporated  
by  
reference  
to

Exhibit 10.4  
to the  
Company's  
Quarterly  
Report on  
Form 10 Q  
for the  
quarter  
ended  
June 30,  
2014).

10.8# Form of  
Incentive  
Stock  
Option  
Agreement  
under the  
2010  
Stock  
Incentive  
Plan  
(incorporated  
by  
reference  
to  
Exhibit 10.5  
to the  
Company's  
Quarterly  
Report on  
Form 10 Q  
for the  
quarter  
ended  
June 30,  
2014).

10.9# Form of  
Nonstatutory  
Stock  
Option  
Agreement  
for  
Outside  
Directors  
under the  
2010  
Stock  
Incentive  
Plan  
(incorporated  
by

reference  
to  
Exhibit 10.24  
to the  
Company's  
Annual  
Report on  
Form 10 K  
for the  
year ended  
December 31,  
2013).

10.10# Form of  
Restricted  
Stock Unit  
Award  
Agreement  
under the  
2010  
Stock  
Incentive  
Plan  
(incorporated  
by  
reference  
to  
Exhibit 10.6  
to the  
Company's  
Quarterly  
Report on  
Form 10 Q  
for the  
quarter  
ended  
June 30,  
2014).

10.11# Form of  
Performance  
Share  
Award  
Agreement  
under the  
2010  
Stock  
Incentive  
Plan  
(incorporated  
by  
reference  
to



- Exhibit 10.4  
to the  
Company's  
Quarterly  
Report on  
Form 10 Q  
for the  
quarter  
ended  
March 31,  
2014).
- 10.12# Form of  
Indemnity  
Agreement  
between  
the  
Company  
and its  
directors  
and  
officers  
(incorporated  
by  
reference  
to  
Exhibit 10.5  
to the  
Company's  
Registration  
Statement  
on  
Form S 1  
(File  
No. 33 68138)).
- 10.13# 1997  
Employee  
Stock  
Purchase  
Plan of  
Incyte  
Corporation,  
as  
amended  
(incorporated  
by  
reference  
to Exhibit  
10.2 to the  
Company's  
Current  
Report on

Form 8-K  
filed May  
27, 2016).

- 10.14# Form of Employment Agreement between the Company and Barry P. Flannelly (effective as of August 11, 2014), David W. Gryska (effective as of October 31, 2014), Steven H. Stein (effective as of March 2, 2015), and Vijay K. Iyengar (effective as of May 9, 2016) (incorporated by reference to Exhibit 10.14 to the Company's Annual Report on Form 10 K for the year ended December 31, 2012).
- 10.15# Form of Amended and Restated Employment Agreement, effective as of April 18, 2012, between the Company and Reid M. Huber, Richard S. Levy, Eric H. Siegel, Paula J. Swain and Wenqing Yao (incorporated by reference to Exhibit 10.14 to the Company's Quarterly Report on Form 10 Q for the quarter ended March 31, 2012).
- 10.16# Offer of Employment Letter, dated as of January 3, 2014, from the Company to Hervé Hoppenot (incorporated by reference to

Exhibit 10.1 to the  
Company's Current  
Report on Form 8 K  
filed January 13,  
2014).

10.16.1# Employment  
Agreement between  
the Company and  
Hervé Hoppenot  
dated as of  
January 11, 2014  
(incorporated by  
reference to  
Exhibit 10.2 to the  
Company's Current  
Report on Form 8 K  
filed January 13,  
2014).

10.16.2# Amendment, dated  
as of April 13, 2015,  
to Employment  
Agreement between  
the Company and  
Hervé Hoppenot,  
dated as of January  
11, 2014  
(incorporated by  
reference to Exhibit  
10.3 to the  
Company's Quarterly  
Report on Form  
10-Q for the quarter  
ended March 31,  
2015).

10.17# Restricted Stock  
Unit Award  
Agreement between  
the Company and  
Hervé Hoppenot  
dated January 13,  
2014 (incorporated  
by reference to  
Exhibit 10.3 to the  
Company's Current  
Report on Form 8 K  
filed January 13,  
2014).

10.18† Collaborative  
Research and  
License Agreement  
dated as of

- November 18, 2005,  
by and between the  
Company and  
Pfizer Inc.  
(incorporated by  
reference to  
Exhibit 10.49 to the  
Company's Annual  
Report on Form 10 K  
for the year ended  
December 31,  
2005).
- 10.19† Collaboration and  
License Agreement  
entered into as of  
November 24, 2009,  
by and between the  
Company and  
Novartis  
International  
Pharmaceutical Ltd.  
(incorporated by  
reference to  
Exhibit 10.21 to the  
Company's Annual  
Report on Form 10 K  
for the year ended  
December 31,  
2009).
- 10.20† Amendment, dated  
as of April 5, 2016,  
to Collaboration and  
License Agreement  
entered into as of  
November 24, 2009,  
by and between the  
Company and  
Novartis  
International  
Pharmaceutical Ltd.  
(incorporated by  
reference to Exhibit  
10.1 to the  
Company's Quarterly  
Report on Form  
10-Q for the quarter  
ended June 30,  
2016).
- 10.20.1† License,  
Development and  
Commercialization

Agreement, entered into as of December 18, 2009, by and between the Company and Eli Lilly and Company (incorporated by reference to Exhibit 10.22 to the Company's Annual Report on Form 10 K for the year ended December 31, 2009).

10.20.2† Amendment, dated June 22, 2010, to License, Development and Commercialization Agreement entered into as of December 18, 2009, by and between the Company and Eli Lilly and Company (incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10 Q for the quarter ended June 30, 2010).

10.20.3† Third Amendment, entered into effective March 31, 2016, to License, Development and Commercialization Agreement entered into as of December 18, 2009, by and between the Company and Eli Lilly and Company (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31,

2016).

10.20.4†\*Fourth Amendment,  
entered into  
effective December  
13, 2016, to License,  
Development and  
Commercialization  
Agreement entered  
into as of December  
18, 2009, by and  
between the  
Company and Eli  
Lilly and Company.

10.21† License,  
Development and  
Commercialization  
Agreement, entered  
into as of January 9,  
2015, by and  
between the  
Company, Incyte  
Europe S.a.r.l. (a  
wholly owned  
subsidiary of the  
Company), Agenus,  
Inc. and 4-Antibody  
AG (incorporated by  
reference to Exhibit  
10.1 to the  
Company's Quarterly  
Report on Form  
10-Q for the quarter  
ended March 31,  
2015).

10.22 Stock Purchase  
Agreement, entered  
into as of January 9,  
2015, between the  
Company and  
Agenus, Inc.  
(incorporated by  
reference to Exhibit  
10.2 to the  
Company's Quarterly  
Report on Form  
10-Q for the quarter  
ended March 31,  
2015).





- 10.23† License and Collaboration Agreement, dated as of September 1, 2015, by and between Incyte Europe S.à.r.l. and Jiangsu Hengrui Medicine Co., Ltd. (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015).
- 10.24† Share Purchase Agreement, dated as of May 9, 2016, by and among Incyte Europe S.à.r.l., ARIAD Pharmaceuticals (Cayman) L.P., ARIAD Pharmaceuticals, Inc., as guarantor, and the Company, as guarantor (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2016).
- 10.25† Amended and Restated Buy-In License Agreement, dated as of June 1, 2016, between ARIAD Pharmaceuticals,

- Inc., ARIAD  
Pharmaceuticals  
(Europe) S.à.r.l.  
and the  
Company, as  
guarantor  
(incorporated by  
reference to  
Exhibit 10.3 to  
the Company's  
Amendment No.  
1 to Quarterly  
Report on Form  
10-Q/A for the  
quarter ended  
June 30, 2016).
- 10.26†\* Collaboration  
and License  
Agreement, dated  
December 20,  
2016, by and  
between the  
Company and  
Merus N.V.
- 10.27†\* Share  
Subscription  
Agreement, dated  
December 20,  
2016, by and  
between the  
Company and  
Merus N.V.
- 10.28 Letter Agreement  
dated  
September 24,  
2009 among the  
Company and the  
entities named  
therein  
(incorporated by  
reference to  
Exhibit 10.2 to  
the Company's  
Current Report  
on Form 8 K filed  
September 30,  
2009).
- 10.29 Letter Agreement  
dated  
November 7,  
2013 among the

- Company and the entities named therein (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed November 14, 2013).
- 10.30 Registration Rights Agreement, dated as of February 12, 2016, between the Company and 667, L.P., Baker Brothers Life Sciences, L.P. and 14159, L.P. (incorporated by reference to Exhibit 10.28 to the Company's Annual Report on Form 10-K for the year ended December 31, 2015).
- 10.31† Lease Agreement by and between the Company and Augustine Land I, L.P., effective October 4, 2013 (incorporated by reference to Exhibit 10.27 to the Company's Annual Report on Form 10-K for the year ended December 31, 2013).
- 10.32 Agreement of Sale between Incyte Corporation and Augustine Land

|        |   |
|--------|---|
|        | II, L.P., dated<br>August 21, 2015<br>(incorporated by<br>reference to<br>Exhibit 10.1 to<br>the Company's<br>Current Report<br>on Form 8-K<br>filed August 25,<br>2015). |
| 12.1*  | Computation of<br>Ratios of<br>Earnings to Fixed<br>Charges.  |
| 21.1*  | Subsidiaries of<br>the Company.   |
| 23.1** | Consent of<br>Ernst &<br>Young LLP,<br>Independent<br>Registered Public<br>Accounting Firm.   |
| 24.1*  | Power of<br>Attorney (see<br>page 129 of this<br>Form 10 K).  |
| 31.1*  | Rule 13a 14(a)<br>Certification of<br>the Chief<br>Executive<br>Officer, dated<br>February 14,<br>2017.   |
| 31.2*  | Rule 13a 14(a)<br>Certification of<br>the Chief<br>Financial Officer,<br>dated February<br>14, 2017.  |
| 31.3** | Rule 13a 14(a)<br>Certification of<br>the Chief<br>Executive<br>Officer, dated<br>March 17, 2017.   |
| 31.4** | Rule 13a 14(a)<br>Certification of<br>the Chief<br>Financial Officer,<br>dated March 17,<br>2017.   |

32.1\*\*\* Statement of the  
Chief Executive  
Officer under  
Section 906 of  
the  
Sarbanes Oxley  
Act of 2002 (18  
U.S.C  
Section 1350),  
dated February  
14, 2017.

32.2\*\*\* Statement of the  
Chief Financial  
Officer under  
Section 906 of  
the  
Sarbanes Oxley  
Act of 2002 (18  
U.S.C  
Section 1350),  
dated February  
14, 2017.

101.INS\* XBRL Instance  
Document

101.SCH\* XBRL  
Taxonomy  
Extension  
Schema  
Document

101.CAL\* XBRL  
Taxonomy  
Extension  
Calculation  
Linkbase  
Document

101.LAB\* XBRL  
Taxonomy  
Extension Label  
Linkbase  
Document

101.PRE\* XBRL  
Taxonomy  
Presentation  
Linkbase  
Document

101.DEF\* XBRL  
Taxonomy  
Definition  
Linkbase  
Document

- \* Filed with the Original Form 10-K.
- \*\* Filed herewith.

\*\*\* In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release Nos. 33-8238 and 34-47986, Final Rule: Management's Reports on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports, the certifications furnished in Exhibits 32.1 and 32.2 are deemed to accompany the Form 10-K and will not be deemed "filed" for purpose of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

† Confidential treatment has been requested with respect to certain portions of these agreements.

# Indicates management contract or compensatory plan or arrangement.