

INCYTE CORP
Form SC 13D/A
March 02, 2009

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 8)

Incyte Corporation
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

45337C102
(CUSIP Number)

Leo Kirby
667 Madison Avenue, 17th Floor
New York, NY 10065
(212) 339-5633

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 2, 2009
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*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 (the "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).

SCHEDULE 13D

CUSIP No. 45337C102

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1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
 Julian C. Baker

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
 GROUP (See Instructions) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
 IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

NUMBER OF	7	SOLE VOTING POWER
SHARES		117,917
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		18,593,196
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		117,917
PERSON	10	SHARED DISPOSITIVE POWER
WITH		18,593,196

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 18,593,196

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 17.8%

14 TYPE OF REPORTING PERSON (See Instructions)
 IN

SCHEDULE 13D

CUSIP No. 45337C102

Page 3 of 7 Pages

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
 Felix J. Baker

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
 GROUP (See Instructions) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
 IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		18,475,279
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		18,475,279

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 18,475,279

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 17.7%

14 TYPE OF REPORTING PERSON (See Instructions)
 IN

This Amendment No. 8 to Schedule 13D is being filed by Julian C. Baker and Felix J. Baker (the “Reporting Persons”) to supplement the statements on Schedule 13D previously filed by them, as heretofore amended. Except as supplemented herein, such statements, as heretofore amended and supplemented, remain in full force and effect.

Item 5. Interest in Securities of the Issuer.

Set forth below is the aggregate number of shares of Common Stock held, including shares that maybe acquired upon conversion of 3.5% Convertible Subordinated Notes due 2011 and 3.5% Convertible Senior Notes due 2011 at the presently applicable conversion price of \$11.2185 and shares that may be acquired upon exercise of Stock Options, as of the date hereof by each of the following, together with the percentage of outstanding shares of Common Stock that such number represents based upon 97,171,223 shares outstanding as reported on the company’s SEC Form 10Q filed on November 6, 2008.

Such percentage figures are calculated on the basis that the Convertible Subordinated Notes owned by the Reporting Persons and Stock Options are deemed converted into shares of Common Stock but other outstanding Senior Convertible Notes and Stock Options are not deemed converted or exercised.

Name	Number of Shares	Percent of Class Outstanding
Baker Bros. Investments I, L.P.	144,314	0.2%
Baker Bros. Investments II, L.P.	175,157	0.2%
667, L.P.	4,962,985	4.7%
Baker Brothers Life Sciences, L.P.	12,646,079	12.1%
14159, L.P.	314,514	0.3%
Baker/ Tisch Investments, L.P.	198,820	0.2%
FBB Associates	33,410	0.0%
Julian Baker	117,917	0.1%
Total	18,593,196	17.8%

By virtue of their ownership of entities that have the power to control the investment decisions of the limited partnerships listed in the table above, Julian C. Baker and Felix J. Baker may each be deemed to be beneficial owners of shares owned by such entities and may be deemed to have shared power to vote or direct the vote of and shared power to dispose or direct the disposition of such securities.

The following transactions in Common Stock and Convertible Notes were effected by the entities noted below during the sixty days preceding the filing of this statement. None of the reporting Persons has effected any other transactions in securities of the issuer during this period.

Name	Date	Number of Shares	Transaction	Price / Share
Baker / Tisch Investments, L.P.	3/2/2009	179	Purchase	2.1365
Baker Bros. Investments II, L.P.	3/2/2009	9	Purchase	2.1365
667, L.P.	3/2/2009	4,019	Purchase	2.1365
Baker Brothers Life Sciences, L.P.	3/2/2009	17,413	Purchase	2.1365
14159, L.P.	3/2/2009	484	Purchase	2.1365
Baker / Tisch Investments, L.P.	3/2/2009	164	Purchase	2.1709
Baker Bros. Investments II, L.P.	3/2/2009	8	Purchase	2.1709
667, L.P.	3/2/2009	3,682	Purchase	2.1709
Baker Brothers Life Sciences, L.P.	3/2/2009	15,951	Purchase	2.1709
14159, L.P.	3/2/2009	443	Purchase	2.1709

Name	Date	Principal Amount of Conv. Notes	Transaction	Price
Baker / Tisch Investments, L.P.	2/26/2009	78,000	Purchase Sub. Conv.	\$ 49.35
Baker Bros. Investments II, L.P.	2/26/2009	4,000	Purchase Sub. Conv.	49.35
667, L.P.	2/26/2009	1,761,000	Purchase Sub. Conv.	49.35
Baker Brothers Life Sciences, L.P.	2/26/2009	7,627,000	Purchase Sub. Conv.	49.35
14159, L.P.	2/26/2009	212,000	Purchase Sub. Conv.	49.35
Baker / Tisch Investments, L.P.	2/27/2009	31,000	Purchase Sub. Conv.	49.25
Baker Bros. Investments II, L.P.	2/27/2009	2,000	Purchase Sub. Conv.	49.25
667, L.P.	2/27/2009	691,000	Purchase Sub. Conv.	49.25
Baker Brothers Life Sciences, L.P.	2/27/2009	2,993,000	Purchase Sub. Conv.	49.25
14159, L.P.	2/27/2009	83,000	Purchase Sub. Conv.	49.25
Baker / Tisch Investments, L.P.	3/2/2009	81,000	Purchase Sub. Conv.	48.125
Baker Bros. Investments II, L.P.	3/2/2009	4,000	Purchase Sub. Conv.	48.125
667, L.P.	3/2/2009	1,818,000	Purchase Sub. Conv.	48.125
Baker Brothers Life Sciences, L.P.	3/2/2009	7,878,000	Purchase Sub. Conv.	48.125
14159, L.P.	3/2/2009	219,000	Purchase Sub. Conv.	48.125

Exhibit 4. Agreement regarding the joint filing of this statement.

SIGNATURE

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

March 2, 2009

By: /s/ Julian C. Baker
Julian C. Baker

By: /s/ Felix J. Baker
Felix J. Baker

AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that this Statement on Schedule 13D relating to the Common Stock, \$0.001 par value, of Incyte Corporation is being filed with the Securities and Exchange Commission on behalf of each of them.

March 2, 2009

By: /s/ Julian C. Baker
Julian C. Baker

By: /s/ Felix J. Baker
Felix J. Baker

