

NEUROCRINE BIOSCIENCES INC

Form SC 13G/A

February 14, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

(Amendment No. 1)

Under the Securities Exchange Act of 1934

Neurocrine Biosciences, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

64125C109

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

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

S 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 the disclosures provided in a prior cover page.

The information required in 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).

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1745 (12-02)

CUSIP No. 64125C109 13G/A Page 2 of 7 Pages

names of reporting persons

i.r.s. identification no. of above persons
(entities only)

1.

Perceptive Advisors LLC

2.

check the appropriate box if a (a) £
group* (b) £
sec use only

3.

citizenship or place of organization

4.

Delaware, United States of America

**number of
shares
beneficially
owned by
each
reporting
person
with:**

5. sole voting power 0

6. shared voting power 4,212,137

7. sole dispositive power 0

8. shared dispositive power 4,212,137

9.

aggregate amount beneficially
owned by each reporting 4,212,137
person

10.

check box if the aggregate amount in
row (9) excludes certain shares (See
Instructions) £

11.

percent of class represented 6.33%
by amount in row (9)

12.

type of reporting person (See **IA**
Instructions)

CUSIP No. 64125C109 13G/A Page 3 of 7 Pages

names of reporting persons

i.r.s. identification no. of
above persons (entities only)

13.

Joseph Edelman

14. check the
appropriate box if a (a) £
group* (b) £
sec use only

15.

citizenship or place of
organization

16. United States of America

number of shares	17. sole voting	0
	power	
beneficially owned by	shared	
	18. voting	4,212,137
each reporting	power	
	sole	
person with:	19. dispositive	0
	power	
	shared	
	20. dispositive	4,212,137
	power	
	aggregate amount	
21.	beneficially owned	4,212,137
	by each reporting	
	person	
22.	check box if the aggregate	
	amount in row (9) excludes	
	certain shares (See	
	Instructions) £	
23.		6.33%

percent of class
represented by
amount in row (9)
type of reporting
24. person (See **IN**
Instructions)

CUSIP No. 64125C109 13G/A Page 4 of 7 Pages

Item 1.

(a) Name of Issuer: Neurocrine
Biosciences, Inc.

(b) Address of Issuer's Principal Executive Offices: **12780 El Camino Real
San Diego,
CA 92130**

Item 2.

(a) Name of Person Filing: **This Schedule 13G/A (the "Schedule") is being filed with respect to shares of Common Stock (as defined below) of Neurocrine Biosciences, Inc. (the "Issuer") which are beneficially owned by Perceptive Advisors LLC and Joseph Edelman (together, the "Reporting Persons"). See Item 4 below.**

(b) Address of Principal Business Office or, if none, Residence: **499 Park Avenue,
25th
Floor**

**New
York,
NY
10022**

(c) Citizenship: Perceptive Advisors LLC is a Delaware limited liability company and Joseph Edelman is a United States Citizen.

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 64125C109

If this statement is filed pursuant to Item §240.13d-1(b) or 240.13d-2(b) or 3.(c), check whether the person filing is a:

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

(e) ☒ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(J).

CUSIP No. 64125C109 13G/A Page 5 of 7 Pages

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) The Reporting Persons beneficially own a total of 4,212,137 shares of Common Stock, 4,092,137 shares of which are held by a private investment fund (the "Fund") to which Perceptive Advisors LLC serves as investment manager, and 120,000 shares of which are held in a trading account (the "Account") to which Perceptive Advisors LLC serves as the investment manager. Mr. Edelman is the managing member of Perceptive Advisors LLC.

Perceptive Advisors LLC: 6.33%

Joseph Edelman: 6.33%

(b) The beneficial ownership percentages are based on the 66,509,257 outstanding shares of Common Stock of the Issuer, as disclosed on the Issuer's Form 10-K filed with the SEC on February 8, 2013.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: Perceptive Advisors LLC: 0

Joseph Edelman: 0

(ii)

Shared
power to
vote or to
direct the
vote:
Perceptive Advisors LLC:
4,212,137

Joseph Edelman: 4,212,137

Sole power
to dispose or
(iii) to direct the Perceptive Advisors LLC: 0
disposition
of:

Joseph Edelman: 0

Shared
power to
(iv) dispose or to Perceptive Advisors LLC:
direct the 4,212,137
disposition
of:

Joseph Edelman: 4,212,137

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

The Fund described in Item 4 has the right to receive or the power to direct the receipt of dividends from, or the proceeds from, the sale of the securities held in its account. Filing of this statement by the Reporting Persons shall not be deemed an admission that they beneficially own the securities reported herein. The Reporting Persons expressly disclaim beneficial ownership of all securities reported herein.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

CUSIP No. 64125C109 13G/A Page 6 of 7 Pages

Item 8. Identification
and
Classification
of Members
of the Group.

Not applicable.

Item 9. Notice of
Dissolution of
Group.

Not applicable.

Item 10. Certification

(a) The following
certification
shall be
included if the
statement is
filed pursuant
to
§240.13d-1(b):

By signing
below I certify
that, to the best
of my
knowledge and
belief, the
securities
referred to
above were
acquired and
are held in the
ordinary course
of business and
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 and
were not
acquired and
are not held in
connection
with or as a
participant in
any transaction
having that
purpose or
effect. S

CUSIP No. 64125C109 13G/A Page 7 of 7 Pages

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.

February 14, 2013

Date

PERCEPTIVE ADVISORS LLC

/s/ Joseph Edelman

Signature

Joseph Edelman/Managing Member

Name/Title

February 14, 2013

Date

/s/ Joseph Edelman

Signature

Joseph Edelman

Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)
