

INCYTE CORP  
Form 8-A12B/A  
August 01, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-A/A**

**Amendment No. 1**

**to Form 8-A dated September 30, 1998**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

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**INCYTE CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**

**94-3136539**

(State or Other Jurisdiction of  
Incorporation)

(I.R.S. Employer Identification No.)

**Experimental Station  
Route 141 & Henry Clay Road  
Building E336  
Wilmington, DE**

(Address of principal executive offices)

**19880**

(Zip Code)

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

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
Series A Participating Preferred Stock Purchase Rights	The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box:  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box:  o

Securities Act registration statement file number to which this form relates: None

Securities to be registered pursuant to Section 12(g) of the Act: None

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This Form 8-A/A amends and supplements the Form 8-A (the Form 8-A ) filed by Incyte Corporation (f/k/a Incyte Pharmaceuticals, Inc.) (the Company ) on September 30, 1998, with respect to that certain Rights Agreement, dated as of September 25, 1998 (the Rights Agreement ), between the Company and Mellon Investor Services LLC (f/k/a ChaseMellon Shareholder Services, L.L.C.) (the Rights Agent ).

**Item 1. Description of Registrant s Securities to be Registered.**

On July 31, 2008, in connection with a public offering of the Company s common stock, the Finance Committee of the Board of Directors (the Board ) of the Company placed into effect an amendment (the Amendment ) to the Company s stockholder rights plan that was previously approved by the Board on July 29, 2008. The stockholder rights plan, as evidenced by the Rights Agreement, has been amended to increase the threshold of ownership in the Company s securities necessary to cause investors to become Acquiring Persons and thereby trigger the occurrence of a Distribution Date under the Rights Agreement from 15% to 20%.

The Amendment is being filed as Exhibit 4.2 hereto. This summary description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, which is incorporated herein by reference.

**Item 2. Exhibits.**

**Item 2 of Form 8-A is hereby amended and supplemented by adding the following:**

<b>Exhibit Number</b>	<b>Description</b>
4.2	Amendment No. 1 to the Rights Agreement, dated July 31, 2008, between Incyte Corporation and Mellon Investor Services LLC, as Rights Agent.

**SIGNATURE**

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

Date: August 1, 2008

INCYTE CORPORATION

By: */s/ Patricia A. Schreck*  
Patricia A. Schreck  
Executive Vice President and  
General Counsel

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
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