

INCYTE CORP
Form SC 13D/A
February 27, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 22)*

Incyte Corporation

(Name of Issuer)

Common Stock, Par Value \$0.001 Per Share

(Title of Class of Securities)

45337C102

(CUSIP number)

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Alexandra A. Toohey

Chief Financial Officer

Baker Bros. Advisors LP

860 Washington Street, 3rd Floor

New York, NY 10014

(212) 339-5690

(Name, address and telephone number of person authorized to receive notices and communications)

February 25, 2019

(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 o.

(Continued on the following pages)

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 ("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. 45337C102 Page 2 of 12 Pages

NAMES OF REPORTING PERSONS

1.

Baker Bros. Advisors LP

CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP*

2.

(a) p

(b) p

SEC USE ONLY

3.

SOURCE OF FUNDS*

4.

OO

CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e) o

5.

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7.
NUMBER OF SOLE VOTING POWER 34,411,607(1)
SHARES
8. SHARED VOTING POWER: 0
BENEFICIALLY
OWNED BY
EACH
9. SOLE DISPOSITIVE POWER: 34,411,607 (1)
REPORTING
PERSON WITH
10. SHARED DISPOSITIVE POWER: 0

11. AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON:
34,411,607 (1)

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

13. PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)
16.1% (1)(2)

14. TYPE OF REPORTING PERSON (See Instructions)
IA, PN

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(1) Includes 140,000 shares of common stock of Incyte Corporation (the “Issuer”) (“Common Stock”) underlying 140,000 options.

(2) Based on 214,048,325 shares of the Common Stock outstanding as of February 7, 2019, as reported in the Issuer’s Form 10-K filed with the Securities and Exchange Commission (“SEC”) on February 14, 2019 and 140,000 shares of Common Stock underlying 140,000 options.

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NAMES OF REPORTING PERSONS

1.

Baker Bros. Advisors (GP) LLC

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) p

(b) p

3.

SEC USE ONLY

4.

SOURCE OF FUNDS*

OO

5.

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) o

6.

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER 34,411,607 (1)

NUMBER OF

SHARES

8. SHARED VOTING POWER: 0

BENEFICIALLY

OWNED BY

EACH

9. SOLE DISPOSITIVE POWER: 34,411,607 (1)

REPORTING

PERSON WITH

10. SHARED DISPOSITIVE POWER: 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON: 34,411,607 (1)

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)

16.1% (1)(2)

14. TYPE OF REPORTING PERSON (See Instructions)

HC, OO

(1) Includes 140,000 shares of Common Stock underlying 140,000 options.

(2) Based on 214,048,325 shares of the Common Stock outstanding as of February 7, 2019, as reported in the Issuer's Form 10-K filed with the SEC on February 14, 2019 and 140,000 shares of Common Stock underlying 140,000 options.

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NAMES OF REPORTING PERSONS

1.

Julian C. Baker

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) p

(b) p

3.

SEC USE ONLY

4.

SOURCE OF FUNDS*

OO

5.

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) o

6.

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7. SOLE VOTING POWER: 34,518,759 (1)

NUMBER OF

SHARES

8. SHARED VOTING POWER: 0

BENEFICIALLY

OWNED BY
EACH

9. SOLE DISPOSITIVE POWER: 34,518,759 (1)

REPORTING

PERSON WITH

10. SHARED DISPOSITIVE POWER: 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON: 34,518,759 (1)

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)

16.1% (1)(2)

14. TYPE OF REPORTING PERSON (See Instructions)

IN, HC

(1) Includes 140,000 shares of Common Stock underlying 140,000 options.

(2) Based on 214,048,325 shares of the Common Stock outstanding as of February 7, 2019, as reported in the Issuer's Form 10-K filed with the SEC on February 14, 2019 and 140,000 shares of Common Stock underlying 140,000 options.

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NAMES OF REPORTING
PERSONS

1.

Felix J. Baker

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*

2.

(a) p

(b) p

SEC USE ONLY

3.

SOURCE OF FUNDS (See
Instructions)

4.

OO

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(d) or 2(e) o

5.

6.

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7. SOLE VOTING POWER:
34,521,176 (1)

NUMBER OF

SHARES

8. SHARED VOTING POWER: 0
BENEFICIALLY

OWNED

BY

EACH

9. SOLE DISPOSITIVE POWER: 34,521,176 (1)
REPORTING

PERSON

WITH

10. SHARED DISPOSITIVE POWER: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

34,521,176 (1)

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

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

16.1% (1)(2)

14. TYPE OF REPORTING PERSON
(See Instructions)

IN, HC

(1) Includes 140,000 shares of Common Stock underlying 140,000 options.

(2) Based on 214,048,325 shares of the Common Stock outstanding as of February 7, 2019, as reported in the Issuer's Form 10-K filed with the SEC on February 14, 2019 and 140,000 shares of Common Stock underlying 140,000 options.

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NAMES OF REPORTING PERSONS

1.

FBB2, LLC

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) p

(b) p

3.

SEC USE ONLY

4.

SOURCE OF FUNDS (See Instructions)

OO

5.

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) o

6.

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER: 15,110

NUMBER OF
SHARES

8. SHARED VOTING POWER: 0

BENEFICIALLY

OWNED BY
EACH

9. SOLE DISPOSITIVE POWER: 15,110

REPORTING

PERSON WITH

10. SHARED DISPOSITIVE POWER: 0

AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON:

11.

15,110

12.

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

13.

PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

0.01% (1)

14. TYPE OF REPORTING PERSON (See Instructions)

OO

(1) Based on 214,048,325 shares of the Common Stock outstanding as of February 7, 2019, as reported in the Issuer's Form 10-K filed with the SEC on February 14, 2019.

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NAMES OF REPORTING PERSONS

1.

FBB Associates

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) p

(b) p

3.

SEC USE ONLY

4.

SOURCE OF FUNDS (See Instructions)

OO

5.

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) o

6.

CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7. SOLE VOTING POWER: 33,410

NUMBER OF

SHARES

8. SHARED VOTING POWER: 0

BENEFICIALLY

OWNED BY

EACH

9. SOLE DISPOSITIVE POWER: 33,410

REPORTING

PERSON WITH

10. SHARED DISPOSITIVE POWER: 0

AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON:

11.

33,410

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)

0.02% (1)

14. TYPE OF REPORTING PERSON (See
Instructions)
- PN, OO

(1) Based on 214,048,325 shares of the Common Stock outstanding as of February 7, 2019, as reported in the Issuer's Form 10-K filed with the SEC on February 14, 2019.

Amendment No. 22 to Schedule 13D

This Amendment No. 22 to Schedule 13D amends and supplements the statements on the previously filed Schedule 13D, as amended, filed by Baker Bros. Advisors LP (the “Adviser”), Baker Bros. Advisors (GP) LLC (the “Adviser GP”), Julian C. Baker, Felix J. Baker, FBB2, LLC (“FBB2”) and FBB Associates (“FBB”) (collectively the “Reporting Persons”). Except as supplemented herein, such statements, as hereto amended and supplemented, remain in full force and effect. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable. Each capitalized term used but not defined herein has the meaning ascribed to such term in the Schedule 13D, as amended.

The Adviser GP is the sole general partner of the Adviser. Pursuant to management agreements, as amended, among the Adviser, Baker Brothers Life Sciences, L.P. (“Life Sciences”), 14159, L.P. (“14159”), and 667, L.P. (“667”, and together with Life Sciences and 14159, the “Funds”), and their respective general partners, the Funds’ respective general partners relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds, and thus the Adviser has complete and unlimited discretion and authority with respect to the Funds’ investments and voting power over investments.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of Schedule 13D is supplemented and amended, as the case may be, as follows:

The disclosure in Item 4 below is incorporated herein by reference.

Item 4. Purpose of the Transaction.

Item 4 of Schedule 13D is supplemented and superseded, as the case may be, as follows:

On February 26, 2019 the Adviser acquired beneficial ownership of 20,000 shares of common stock of Incyte Corporation (the “Issuer”), as a result of the exercise of 20,000 options to purchase the Issuer’s common stock at \$2.80 per share (the “Exercised Stock Options”) held directly by Julian C. Baker. Julian C. Baker currently serves on the Issuer’s Board of Directors (the “Board”) as a representative of the Funds. The policy of the Funds and the Adviser does

not permit managing members of the Adviser GP or full-time employees of the Adviser to receive compensation for serving as directors of the Issuer, and the Funds are instead entitled to the pecuniary interest in the Exercised Stock Options. Julian C. Baker, as an agent in his capacity as a director of the Issuer, entered into a proceeds agreement (the "Proceeds Agreement") with the Adviser on February 25, 2019. Pursuant to the Proceeds Agreement, Julian C. Baker agreed that, with respect to the Exercised Stock Options and the common stock received as a result of the exercise of the Exercised Stock Options (the "Common Stock") on February 25, 2019, the Adviser will have dispositive power as well as the ability to control the timing of exercise of the Exercised Stock Options and that any proceeds from the sale of the Common Stock will be remitted to the Adviser net of brokerage commissions. Other than through their control of the Adviser, Felix J. Baker and Julian C. Baker have neither voting nor dispositive power and have no direct pecuniary interest in the Exercised Stock Options or the Common Stock. Pursuant to the Proceeds Agreement, the Adviser funded Julian C. Baker's exercise of the Exercised Stock Options through loans from the 667 and Life Sciences (the "Loan Agreements"). The total amount expended on acquiring the Common Stock was \$56,000.

In order to affect the exercise of the Exercised Stock Options, on February 25, 2019, the Adviser entered into the Loan Agreements with 667 and Life Sciences pursuant to which 667 and Life Sciences loaned \$7,038.43 and \$47,825.10, respectively, totaling \$54,863.53 to the Adviser for the purpose of acquiring the Common Stock. The loan is due February 25, 2049, or earlier if the Common Stock are sold ("Due Date"), with interest payable through the Due Date at a rate of 2.91% annually.

On December 31, 2018, Julian C. Baker received 298 shares of Common Stock in lieu of quarterly cash director's compensation. Julian C. Baker is a Director of the Issuer.

In connection with his service on the Issuer's Board, Julian C. Baker holds options to purchase Common Stock of the Issuer ("Stock Options"), Common Stock and Common Stock received from the exercise of Stock Options as disclosed in previous amendments to this Schedule 13D.

Julian C. Baker serves on the Board as a representative of the Funds. The policy of the Funds and the Adviser does not permit managing members of the Adviser GP or full-time employees of the Adviser to receive compensation for serving as a director of the Issuer. Therefore, Julian C. Baker has no pecuniary interest in the Stock Options, Common Stock or Common Stock received from the exercise of Stock Options received as directors' compensation. The Funds are instead entitled to the pecuniary interest in the Stock Options, Common Stock and Common Stock received from the exercise of Stock Options received as directors' compensation.

The Adviser has voting and investment power over the Stock Options, Common Stock and Common Stock underlying such Stock Options and Common Stock received from the exercise of Stock Options by Julian C. Baker received as directors' compensation. The Adviser GP, and Felix J. Baker and Julian C. Baker as managing members of the Adviser GP, may be deemed to have the power to vote or direct the vote of and the power to dispose or direct the disposition of the Stock Options, Common Stock, Common Stock received from the exercise of Stock Options and Common Stock underlying such Stock Options held by Julian C. Baker received as directors compensation.

The Funds hold securities of the Issuer for investment purposes. The Reporting Persons or their affiliates may purchase additional securities of the Issuer or dispose of securities in varying amounts and at varying times depending upon the Reporting Persons' continuing assessments of pertinent factors, including the availability of shares of Common Stock or other securities for purchase at particular price levels, the business prospects of the Issuer, other business investment opportunities, economic conditions, stock market conditions, money market conditions, the attitudes and actions of the Board of Directors and management of the Issuer, the availability and nature of opportunities to dispose of securities of the Issuer and other plans and requirements of the particular persons. The Reporting Persons may discuss items of mutual interest with the Issuer, which could include items in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Depending upon their assessments of the above factors, the Reporting Persons or their affiliates may change their present intentions as stated above and they may make suggestions to the management of the Issuer regarding financing, and may acquire additional securities of the Issuer, including shares of Common Stock (by means of open market purchases, privately negotiated purchases, exercise of some or all of the Stock Options (as defined above), or otherwise) or may dispose of some or all of the securities of the Issuer, including shares of Common Stock, under their control.

Except as otherwise disclosed herein, at the present time, the Reporting Persons do not have any plans or proposals with respect to any extraordinary corporate transaction involving the Issuer including, without limitation, those matters described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) and (b) Items 7 through 11 and 13 of each of the cover pages of this Amendment No. 22 are incorporated herein by reference. Set forth below is the aggregate number of shares of Common Stock directly held by each of the Funds and the percentage of the Issuer's outstanding shares of Common Stock such holdings represent. The information set forth below is based on 214,048,325 shares of the Common Stock outstanding as of February 7, 2019, as reported in the Issuer's Form 10-K filed with the SEC on February 14, 2019. Such percentage figures are calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

| Holder | Shares of Common Stock | Percent of Class Outstanding | |
|------------------------------------|------------------------------|------------------------------------|---|
| 667, L.P. | 4,290,108 | 2.0 | % |
| Baker Brothers Life Sciences, L.P. | 29,150,637 | 13.6 | % |
| 14159, L.P. | 692,706 | 0.3 | % |
| Total | 34,133,451 | 15.9 | % |

The Adviser GP, Felix J. Baker and Julian C. Baker as managing members of the Adviser GP, and the Adviser may be deemed to be beneficial owners of securities of the Issuer directly held by the Funds, and may be deemed to have the power to vote or direct the vote of and the power to dispose or direct the disposition of such securities.

Each of the Adviser, the Adviser GP, Felix J. Baker and Julian C. Baker disclaims beneficial ownership of the securities held by each of the Funds, and this Amendment No. 22 shall not be deemed an admission that any of the Adviser, the Adviser GP, Felix J. Baker or Julian C. Baker is the beneficial owners of such securities for purposes of Section 13(d) or for any other purpose, except to the extent that any such Reporting Persons actually exercises voting or dispositive power with respect to such securities.

Julian C. Baker and Felix J. Baker are also the sole managers of FBB2 and by policy they do not transact in or vote the securities of the Issuer held by FBB2.

Julian C. Baker and Felix J. Baker are also the sole partners of FBB and as such may be deemed to be beneficial owners of securities owned by FBB and may be deemed to have the power to vote or direct the vote and dispose or direct the disposition of those securities.

(c) Except as disclosed herein or in any previous amendments to this Schedule 13D, none of the Reporting Persons or their affiliates has effected any other transactions in securities of the Issuer during the past 60 days.

(d) Certain securities of the Issuer are held directly by 667, a limited partnership the sole general partner of which is Baker Biotech Capital, L.P., a limited partnership the sole general partner of which is Baker Biotech Capital (GP), LLC. Julian C. Baker and Felix J. Baker are the controlling members of Baker Biotech Capital (GP), LLC.

Certain securities of the Issuer are held directly by Life Sciences, a limited partnership the sole general partner of which is Baker Brothers Life Sciences Capital, L.P., a limited partnership the sole general partner of which is Baker Brothers Life Sciences Capital (GP), LLC. Julian C. Baker and Felix J. Baker are the controlling members of Baker Brothers Life Sciences Capital (GP), LLC.

Certain securities of the Issuer are held directly by 14159, a limited partnership the sole general partner of which is 14159 Capital, L.P., a limited partnership the sole general partner of which is 14159 Capital (GP), LLC. Julian C. Baker and Felix J. Baker are the controlling members of 14159 Capital (GP), LLC.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Securities of the Issuer.

Item 6 of this Schedule 13D is hereby supplemented and amended, as the case may be, as follows:

The disclosure in Item 4 is incorporated by reference herein.

The Loan Agreement and the Proceeds Agreement are filed as Exhibits 99.1 and 99.2, respectively, and are incorporated by reference herein.

Item 7. Material to be Filed as Exhibits.

Exhibit Description

99.1 Loan Agreement, dated February 25, 2019 by and among the Adviser and 667 and Life Sciences.
99.2 Proceeds Agreement, dated February 25, 2019, by and between the Adviser and Julian C. Baker.

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 27, 2019

**BAKER BROS.
ADVISORS LP**

By: Baker Bros. Advisors
(GP) LLC, its general
partner

By: /s/ Scott L. Lessing
Name: Scott L. Lessing
Title: President

**BAKER BROS.
ADVISORS (GP) LLC**

By: /s/ Scott L. Lessing
Name: Scott L. Lessing
Title: President

/s/ Julian C. Baker
Julian C. Baker

/s/ Felix J. Baker
Felix J. Baker

FBB Associates

By: /s/ Julian C. Baker

Name: Julian C. Baker
Title: Partner

FBB2, LLC

By: /s/ Julian C. Baker
Name: Julian C. Baker
Title: Manager