

ROBERTS BRYAN E
Form 3/A
January 05, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â ROBERTS BRYAN E</p> <p>(Last) (First) (Middle)</p> <p>C/O VENROCK ASSOCIATES,Â 3340 HILLVIEW AVENUE</p> <p>(Street)</p> <p>PALO ALTO,Â CAÂ 94306</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/22/2009</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NEUROCRINE BIOSCIENCES INC [NBIX]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X_ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>01/04/2010</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>_X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 4,044,789 | I | By fund <u>(1)</u> |
| Common Stock | 739,900 | I | By fund <u>(2)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|------------|----------------------------|------------------------------|---|
| | | Title | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROBERTS BRYAN E C/O VENROCK ASSOCIATES, 3340 HILLVIEW AVENUE PALO ALTO, CA 94306 | ^ | ^ X | ^ | ^ |

Signatures

/s/ David L. Stepp, attorney-in-fact 01/05/2010
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Consists of shares of common stock held directly by Venrock Healthcare Capital Partners, L.P. ("VHCP LP"). VHCP Management, LLC ("VHCP Management") is the general partner of VHCP LP and may be deemed to beneficially own these shares. Anders Hove and Mr. Roberts are the managing members of VHCP Management and may be deemed to beneficially own these shares. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (2) Consists of shares of common stock held directly by Venrock Co-Investment Holdings, LLC ("Venrock Co-Investment"). VHCP Management is the manager of Venrock Co-Investment and may be deemed to beneficially own these shares. Messrs. Hove and Roberts are the managing members of VHCP Management and may be deemed to beneficially own these shares. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

^
Remarks:

This amendment is being filed solely to file the Power of Attorney as Exhibit 24.1 to the original

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential 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 number.