

INCYTE CORP  
Form POS AM  
October 01, 2008

As filed with the Securities and Exchange Commission on October 1, 2008.

Registration No. 333-138866

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

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

to

**FORM S-3**

**REGISTRATION STATEMENT**

**Under**

**THE SECURITIES ACT OF 1933**

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**INCYTE CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
Incorporation or organization)

**94-3136539**  
(I.R.S. Employer  
Identification No.)

**Incyte Corporation**  
**Experimental Station**  
**Route 141 & Henry Clay Road**  
**Building E336**  
**Wilmington, DE 19880**  
**(302) 498-6700**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of registrant's Principal Executive Offices)

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**Paul A. Friedman**  
**President and Chief Executive Officer**  
**Incyte Corporation**  
**Experimental Station**  
**Route 141 & Henry Clay Road**  
**Building E336**  
**Wilmington, DE 19880**  
**(302) 498-6700**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

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**With copy to:**  
**Stanton D. Wong**  
Pillsbury Winthrop Shaw Pittman LLP  
P.O. Box 7880

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San Francisco, CA 94120

Telephone: (415) 983-1000

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**DEREGISTRATION OF UNSOLD SECURITIES**

On November 21, 2006, Incyte Corporation (the Company) filed its registration statement on Form S-3 (File No. 333-138866) (the Registration Statement) covering \$151,800,000 aggregate principal amount of 3½% Convertible Subordinated Notes due 2011 (the Notes) and the 13,531,224 shares of the Company's common stock, \$.001 par value (Common Stock), issuable upon conversion of such Notes to be sold by certain selling securityholders of the Company. On December 8, 2006, the Securities and Exchange Commission (the Commission) declared the Registration Statement effective.

Pursuant to Rule 477 promulgated under the Securities Act of 1933 and the Company's undertaking in Item 17 of Part II of this Registration Statement, the Company respectfully requests that the Commission withdraw the Registration Statement, including all amendments and exhibits thereto, with respect to the unsold portion of securities registered thereon. The Registration Statement was filed in order to register the Notes issued to purchasers in a private placement in September 2006 and the shares of Common Stock into which the Notes are convertible.

The Company is requesting the withdrawal of the Registration Statement because, pursuant to the terms of the Registration Rights Agreement between the Company and the initial purchaser of the Notes, the Company's obligations to maintain the effectiveness of the Registration Statement under the Registration Rights Agreement have expired.

The Company hereby de-registers the Notes, and shares of its Common Stock into which the Notes are convertible, registered pursuant to the Registration Statement that remain unsold thereunder.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3, and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmington, State of Delaware, on October 1, 2008.

INCYTE CORPORATION

By: */s/ David C. Hastings*  
 David C. Hastings  
 Executive Vice President and  
 Chief Financial Officer  
 (Principal Financial Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement on Form S-3 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Paul A. Friedman	President and Chief Executive Officer (Principal Executive Officer) and Director	October 1, 2008
<i>/s/ David C. Hastings</i> David C. Hastings	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	October 1, 2008
* Laurent Chardonnet	Vice President, Finance and Treasurer (Principal Accounting Officer)	October 1, 2008
* Richard U. DeSchutter	Chairman	October 1, 2008
* Barry M. Ariko	Director	October 1, 2008
* Julian C. Baker	Director	October 1, 2008
* Paul A. Brooke	Director	October 1, 2008
* Matthew W. Emmens	Director	October 1, 2008



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**Signature**

**Title**

**Date**

John F. Niblack

Director

Roy A. Whitfield

Director

\*By /s/ David C. Hastings  
David C. Hastings  
As Attorney in Fact