

INCYTE CORP
Form 3
May 05, 2014

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)

| | | | | |
|--|---------|---|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Huber Reid M | | (Month/Day/Year) | INCYTE CORP [INCY] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 04/27/2014 | | |
| EXPERIMENTAL STATION,,Â ROUTE 141 & HENRY CLAY ROAD | | | | |
| (Street) | | | | |
| (Check all applicable) | | | | |
| | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | |
| | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other | |
| | | (give title below) (specify below) | | |
| | | Exec VP & Chief Scientific Off | | |
| 6. Individual or Joint/Group Filing(Check Applicable Line) | | | | |
| <input checked="" type="checkbox"/> Form filed by One Reporting Person | | | | |
| <input type="checkbox"/> Form filed by More than One Reporting Person | | | | |
| WILMINGTON,Â DEÂ 19880 | | | | |
| (City) | (State) | (Zip) | | |

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 | 16,932 ⁽¹⁾ | D | Â |

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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Incentive Stock Option (right to buy) | Â (2) | 01/12/2016 | Common Stock | 2,900 | \$ 5.46 | D | Â |
| Incentive Stock Option (right to buy) | Â (3) | 01/26/2016 | Common Stock | 7,225 | \$ 3.11 | D | Â |
| Incentive Stock Option (right to buy) | Â (4) | 01/20/2017 | Common Stock | 14,329 | \$ 9.41 | D | Â |
| Incentive Stock Option (right to buy) | Â (5) | 05/17/2017 | Common Stock | 1,355 | \$ 13.34 | D | Â |
| Incentive Stock Option (right to buy) | Â (6) | 01/24/2018 | Common Stock | 8,030 | \$ 14.72 | D | Â |
| Incentive Stock Option (right to buy) | Â (7) | 01/18/2019 | Common Stock | 6,991 | \$ 17.79 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (7) | 01/18/2019 | Common Stock | 16,764 | \$ 17.79 | D | Â |
| Incentive Stock Option (right to buy) | Â (8) | 02/08/2020 | Common Stock | 7,458 | \$ 18.32 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (8) | 02/08/2020 | Common Stock | 39,208 | \$ 18.32 | D | Â |
| Incentive Stock Option (right to buy) | Â (9) | 01/20/2021 | Common Stock | 1,059 | \$ 64.55 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (9) | 01/20/2021 | Common Stock | 21,011 | \$ 64.55 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--|-------|
| | Director | 10% Owner | Officer | Other |
| Huber Reid M EXPERIMENTAL STATION, ROUTE 141 & HENRY CLAY ROAD WILMINGTON, DE 19880 | Â | Â | Â Exec VP & Chief Scientific Off | Â |

Signatures

/s/ Eric H. Siegel ,
Attorney-in-Fact

05/05/2014

__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) Includes 16,309 shares underlying restricted stock units ("RSUs") that will vest in full on April 8, 2017, subject to Dr. Huber's continued service with the Issuer through such vesting date. The RSUs may be settled only for shares of common stock on a one-for-one basis.
- (2) Beginning January 13, 2006, options become exercisable in 37 installments, with the first 25% vesting after one year and the remainder vesting monthly over three years.
- (3) Beginning January 27, 2009, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (4) Beginning January 21, 2010, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (5) Beginning May 18, 2010, options become exercisable in 25 installments, with the first 33.33% vesting January 21, 2011 and the remainder vesting monthly through January 21, 2013.
- (6) Beginning January 25, 2011, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (7) Beginning January 19, 2012, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (8) Beginning February 9, 2013, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (9) Beginning January 21, 2014, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.

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.