

INCYTE CORP
Form 4
December 19, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN 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 *
14159 capital (GP), LLC

(Last) (First) (Middle)

667 MADISON AVENUE, 17TH FLOOR

(Street)

NEW YORK, NY US 10021

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INCYTE CORP [INCY]

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock ⁽¹⁾ ₍₂₎ | 12/17/2008 | | P | 254 A \$ 3.15 | 159,511 | I | Through Partnership ⁽³⁾ |
| Common Stock ⁽¹⁾ ₍₂₎ | 12/17/2008 | | P | 2,191 A \$ 3.3342 | 161,702 | I | hrough Partnership ⁽³⁾ |
| Common Stock ⁽¹⁾ ₍₂₎ | 12/17/2008 | | P | 3,616 A \$ 3.3318 | 165,318 | I | hrough Partnership ⁽³⁾ |
| Common Stock ⁽¹⁾ ₍₂₎ | 12/18/2008 | | P | 355 A \$ 3.5966 | 165,673 | I | Through Partnership |

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| <u>(2)</u> | | | | | | | | <u>(3)</u> |
|---------------------------------------|------------|---|-------|---|--------------|---------|---|-----------------------------------|
| Common Stock <u>(1)</u> <u>(2)</u> | 12/18/2008 | P | 5,897 | A | \$ 3.5633 | 171,570 | I | Through Partnership <u>(3)</u> |
| Common Stock <u>(1)</u> <u>(2)</u> | 12/19/2008 | P | 1,170 | A | \$ 3.6175 | 172,740 | I | Through Partnership <u>(3)</u> |
| Common Stock <u>(1)</u> <u>(2)</u> | 12/19/2008 | P | 6,602 | A | \$ 3.5954 | 179,342 | I | Through Partnership <u>(3)</u> |

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

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SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 3.5% Senior Convertible Note due 2011 <u>(1)</u> <u>(2)</u> | \$ 11.22 | 02/15/2011 | | P | 206,000 | <u>(4)</u> | 02/15/2011 | Common Stock | 18,3 |
| 3.5% Subordinated Convertible Note due 2011 <u>(1)</u> <u>(2)</u> | \$ 11.22 | 02/15/2011 | | P | 124,000 | <u>(4)</u> | 02/15/2011 | Common Stock | 11,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| 14159 capital (GP), LLC 667 MADISON AVENUE, 17TH FLOOR | X | X | | |

NEW YORK, NY US 10021

BAKER JULIAN
667 MADISON AVENUE, 17TH FLOOR X X
NEW YORK, NY US 10021

BAKER FELIX
667 MADISON AVENUE, 17TH FLOOR X X
NEW YORK, NY US 10021

Signatures

/s/ Julian C. Baker, as Managing Member of 14159 Capital (GP),
LLC 12/19/2008

__Signature of Reporting Person Date

/s/ Julian C. Baker 12/19/2008

__Signature of Reporting Person Date

/s/ Felix J. Baker 12/19/2008

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

In addition to 14159 Capital (GP), LLC, this Form 4 is being filed jointly by Julian C. Baker and Felix J. Baker each of whom has the same business address as 14159 Capital (GP), LLC and may be deemed to have a pecuniary interest in securities owned by it. Julian C. Baker is a Director of the Issuer. Because of certain relationships with other security holders of the Issuer, the Reporting Persons are filing solely for informational purposes as if they were members of a group of such shareholders. (Continued in footnote 2).

(1) However, the Reporting Persons disclaim that they and any other person or persons, in fact constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, or Rule 13d-5 thereunder or that they are the beneficial owners of securities owned by any such other persons, and each of them disclaims beneficial ownership of securities reported herein except to the extent of their pecuniary interest, if any, therein.

(2) Represents securities owned directly by 14159, L.P., 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.

(3) Immediately.

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

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