

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 22, 2007**

INCYTE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of
Incorporation)

0-27488

(Commission File Number)

94-3136539

(I.R.S. Employer
Identification No.)

Experimental Station

Route 141 & Henry Clay Road

Building E336

Wilmington, DE

(Address of principal executive offices)

19880

(Zip Code)

(302) 498-6700

(Registrant's telephone number,
including area code)

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240-13e-4(c))

Item 5.02 Departure of Directors Or Certain Officers; Election Of Directors; Appointment Of Certain Officers; Compensatory Arrangements Of Certain Officers.

(e) *1991 Stock Plan Amendment*

At the Annual Meeting of Stockholders of Incyte Corporation (the "Company"), held on May 22, 2007, the Company's stockholders approved an increase in the number of shares of common stock authorized for issuance under the Company's 1991 Stock Plan (the "Plan") by 3,000,000 shares, increasing the aggregate number of shares of the common stock authorized for issuance under the Plan from 22,350,000 shares to 25,350,000 shares.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 25, 2007

INCYTE CORPORATION

By: _____
/s/ Patricia A. Schreck
Patricia A. Schreck
Executive Vice President and
General Counsel