

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

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.)

**1801 Augustine Cut-Off
Wilmington, Delaware**
(Address of Principal Executive Offices)

19803
(Zip Code)

**INCYTE CORPORATION AMENDED AND RESTATED
2010 STOCK INCENTIVE PLAN**
(Full title of the plan)

HERVÉ HOPPENOT
President and Chief Executive Officer
Incyte Corporation
1801 Augustine Cut-Off
Wilmington, Delaware
(302) 498-6700
(Name, address and telephone number,
including area code, of agent for service)

Copy to:
STANTON D. WONG
Pillsbury Winthrop Shaw Pittman LLP
Four Embarcadero Center, 22nd Floor
San Francisco, California 94111
(415) 983-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company) Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, \$.001 par value per share	6,000,000 shares	\$ 66.31	\$ 397,860,000	\$ 49,534

(1) Calculated pursuant to General Instruction E to Form S-8.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1), based upon the average of the high and low sales prices of the Registrant's Common Stock on The NASDAQ Stock Market on May 17, 2018.

INFORMATION REQUIRED PURSUANT
TO GENERAL INSTRUCTION E TO FORM S-8

General Instruction E Information

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

The Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission on June 15, 2010 (File No. 333-167526), June 15, 2011 (File No. 333-174918), June 19, 2012 (File No. 333-182218), June 18, 2013 (File No. 333-189424), August 6, 2014 (File No. 333-197907), and June 17, 2016 (File No. 333-212104) are hereby incorporated by reference.

Part II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by Registrant with the Securities and Exchange Commission are hereby incorporated by reference in this Registration Statement:

- (1) Registrant's Annual Report on Form 10-K for the year ended December 31, 2017;
- (2) Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018;
- (3) Registrant's Current Reports on Form 8-K filed on April 6, 2018 and May 2, 2018; and
- (4) The description of the Common Stock contained in Registrant's Registration Statement on Form 8-A filed January 5, 1996.

In addition, all documents subsequently filed by Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. The Registrant is not, however, incorporating, in each case, any documents or information that the Registrant is deemed to furnish and not file in accordance with Securities and Exchange Commission rules.

Item 8. Exhibits

<u>Exhibit Number</u>	<u>Exhibit</u>
5.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP.
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).

EXHIBIT INDEX

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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-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmington, State of Delaware, on May 24, 2018.

INCYTE CORPORATION

By: /s/ Hervé Hoppenot
Hervé Hoppenot
President and Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Hervé Hoppenot, David W. Gryska, and Maria E. Pasquale, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Hervé Hoppenot</u> Hervé Hoppenot	President and Chief Executive Officer (Principal Executive Officer) and Chairman	May 24, 2018
<u>/s/ David W. Gryska</u> David W. Gryska	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 24, 2018
<u>/s/ Paul Trower</u> Paul Trower	Vice President, Finance and Treasurer (Principal Accounting Officer)	May 24, 2018

<u>/s/ Julian C. Baker</u> Julian C. Baker	Director	May 24, 2018
<u>/s/ Jean-Jacques Bienaimé</u> Jean-Jacques Bienaimé	Director	May 24, 2018
<u>/s/ Paul A. Brooke</u> Paul A. Brooke	Director	May 24, 2018
<u>/s/ Paul J. Clancy</u> Paul J. Clancy	Director	May 24, 2018
<u>/s/ Wendy L. Dixon</u> Wendy L. Dixon	Director	May 24, 2018
<u>/s/ Jacquelyn A. Fouse</u> Jacquelyn A. Fouse	Director	May 24, 2018
<u>/s/ Paul A. Friedman</u> Paul A. Friedman	Director	May 24, 2018

PILLSBURY WINTHROP SHAW PITTMAN LLP

Four Embarcadero Center, 22nd Floor
San Francisco, California 94111

May 24, 2018

Incyte Corporation
1801 Augustine Cut-Off
Wilmington, Delaware 19803

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel for Incyte Corporation, a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") relating to the registration under the Securities Act of 1933 (the "Act") of 6,000,000 shares of the Company's Common Stock, \$.001 par value per share (the "Shares"), issuable pursuant to the Incyte Corporation Amended and Restated 2010 Stock Incentive Plan (the "Plan").

We have reviewed and are familiar with such corporate proceedings and other matters as we have deemed necessary for the opinions expressed in this letter. Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and sold in accordance with the Plan, will be validly issued, fully paid and nonassessable. The opinions set forth in this letter are limited to the General Corporation Law of the State of Delaware, as in effect on the date hereof.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ PILLSBURY WINTHROP SHAW PITTMAN LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement (Form S-8) pertaining to the Amended and Restated 2010 Stock Incentive Plan of Incyte Corporation of our reports dated February 15, 2018, with respect to the consolidated financial statements of Incyte Corporation and the effectiveness of internal control over financial reporting of Incyte Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Philadelphia, PA
May 24, 2018
