

As filed with the Securities and Exchange Commission on October 4, 1996.

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

INCYTE PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

94-3136539

(State or other jurisdiction of
incorporation or organization)

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

3174 Porter Drive
Palo Alto, California

94304

(Address of Principal Executive Offices)

(Zip Code)

1991 STOCK PLAN OF INCYTE PHARMACEUTICALS, INC.

(Full title of the plan)

ROY A. WHITFIELD
President and Chief Executive Officer
Incyte Pharmaceuticals, Inc.
3174 Porter Drive
Palo Alto, California 94304
(415) 855-0555

Copy to:
STANTON D. WONG, ESQ.
Pillsbury Madison & Sutro LLP
P.O. Box 7880
San Francisco, CA 94120
(415) 983-1000

(Name, address and telephone number,
including area code, of agent for service)

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
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Common Stock, \$.001 par value	400,000 shares	\$46.75	\$18,700,000	\$5,667.00
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(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(c), based upon the average of the high and low sales prices of the Company's Common Stock on The Nasdaq National Market on September 27, 1996.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

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 Registration Statements of the Registrant on Form S-8 relating to the same employee benefit plan are effective.

Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission on June 20, 1995, File No. 33-93666 and on March 10, 1994, File No. 33-76344 are hereby incorporated by reference.

Part II

INCORPORATION OF DOCUMENTS BY REFERENCE

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

(1) Registrant's Annual Report on Form 10-K (File No. 0-27488) for the fiscal year ended December 31, 1995;

(2) Registrant's Quarterly Reports on Form 10-Q (File No. 0-27488) for the quarters ended March 31, 1996 and June 30, 1996;

(3) Registrant's Current Report on Form 8-K (File No. 0-27488) filed with the Securities and Exchange Commission on September 2, 1996; and

(4) The description of Registrant's Common Stock contained in Registrant's Registration Statement on Form 8-A filed October 7, 1993 (File No. 1-12400).

In addition, all documents subsequently filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 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.

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 Palo Alto, State of California, on October 2, 1996.

INCYTE PHARMACEUTICALS, INC.

By /s/ Roy A. Whitfield

Roy A. Whitfield
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 Roy A. Whitfield and Randal W. Scott, and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents,

or his 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:

Signature

Title

Date

/s/ Roy A. Whitfield President, Chief Executive Officer October 2, 1996

Roy A. Whitfield (Principal Executive Officer) and Director

/s/ Denise M. Gilbert Executive Vice President, Finance and October 2, 1996

Denise M. Gilbert Chief Financial Officer (Principal
Financial Officer)

/s/ Janet L. Nibel Controller and Director, Finance and October 2, 1996

Janet L. Nibel Administration (Principal Accounting
Officer)

Signature -----	Title -----	Date -----
/s/ Jeffrey J. Collinson ----- Jeffrey J. Collinson	Chairman of the Board	October 2, 1996
/s/ Barry M. Bloom ----- Barry M. Bloom	Director	October 2, 1996
/s/ Frederick B. Craves ----- Frederick B. Craves	Director	October 2, 1996
/s/ Jon S. Saxe ----- Jon S. Saxe	Director	October 2, 1996
/s/ Randal W. Scott ----- Randal W. Scott	Director	October 2, 1996

INDEX TO EXHIBITS

Exhibit Number -----	Exhibit -----
5.1	Opinion regarding legality of securities to be offered.
10.1	1996 Amendment to the 1991 Stock Plan
23.1	Consent of Ernst & Young LLP, Independent Auditors.
23.2	Consent of Pillsbury Madison & Sutro LLP (included in Exhibit 5.1).
24.1	Power of Attorney (see page 3).

EXHIBIT 5.1

[PILLSBURY MADISON & SUTRO LLP LETTERHEAD]

October 4, 1996

Incyte Pharmaceuticals, Inc.
3174 Porter Drive
Palo Alto, CA 94304

Re: Registration Statement on Form S-8

Gentlemen:

With reference to the Registration Statement on Form S-8 to be filed by Incyte Pharmaceuticals, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, relating to 400,000 shares of the Company's Common Stock issuable pursuant to the Company's 1991 Stock Plan (the "1991 Plan"), it is our opinion that such shares of the Common Stock of the Company, when issued and sold in accordance with the 1991 Plan, will be legally issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as Exhibit 5.1 to the Registration Statement.

Very truly yours,

/s/ PILLSBURY MADISON & SUTRO LLP

1996 AMENDMENT TO THE

1991 STOCK PLAN

OF INCYTE PHARMACEUTICALS, INC.

THIS AMENDMENT amends the 1991 Stock Plan of Incyte Pharmaceuticals, Inc. (the "Company"), as last amended and restated on March 22, 1995 (the "Plan"). Unless specifically otherwise defined, each term used herein shall have the meaning assigned to such term in the Plan.

W I T N E S S E T H:

WHEREAS, the Board of Directors has determined that it is in the best interest of the Company to amend the Plan to increase the number of shares authorized for issuance thereunder:

NOW THEREFORE, the Plan is hereby amended as follows:

1. Stock Subject to the Plan.

1.1 Section 5, paragraph (a) of the Plan shall be amended by deleting the second sentence and replacing it with the following:

"The aggregate number of Shares which may be issued under the Plan (upon exercise of Options or other rights to acquire Shares) shall not exceed 2,000,000 Shares, subject to adjustment pursuant to Section 9."

2. Date of Amendment. To record the adoption of this Amendment to the

Plan by the Board of Directors as of May 21, 1996 and the approval by the stockholders of this Amendment on such date, the Company has caused its authorized officer to execute the same.

INCYTE PHARMACEUTICALS, INC.

By /s/ Roy A. Whitfield

President and Chief Executive
Officer

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 1991 Stock Plan of Incyte Pharmaceuticals, Inc. of our report dated February 8, 1996, with respect to the financial statements of Incyte Pharmaceuticals, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 1995, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Palo Alto, California
October 3, 1996