

As filed with the Securities and Exchange Commission on August 15, 2001.

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-8

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

INCYTE GENOMICS, INC.

(Exact name of registrant as specified in its charter)

Delaware 94-3136539

(State or other jurisdiction of (I.R.S. Employer
Incorporation or organization) Identification No.)

3160 Porter Drive 94304
Palo Alto, California

(Address of Principal Executive Offices) (Zip Code)

1997 EMPLOYEE STOCK PURCHASE PLAN OF INCYTE GENOMICS, INC.

(Full title of the plan)

ROY A. WHITFIELD Copy to:
Chief Executive Officer STANTON D. WONG, ESQ.
Incyte Genomics, Inc. Pillsbury Winthrop LLP
3160 Porter Drive P.O. Box 7880
Palo Alto, California 94304 San Francisco, CA 94120
(415) 855-0555 (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
Common Stock, \$.001 par value(3)	400,000 shares	\$17.10	\$6,840,000	\$1,710

- (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 Company's Common Stock on the Nasdaq National Market on August 13, 2001.
- (3) Associated with the Common Stock are Series A Participating Preferred Stock Purchase Rights that will not be exercisable or evidenced separately from the Common Stock prior to the occurrence of certain events.

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 a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission on October 3, 2000 (File No. 333-47180) and July 16, 1997 (File No. 333-31409) are hereby incorporated by reference.

Part II

Incorporation of Documents by Reference

The following documents previously filed by Registrant with the Commission are hereby 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, 2000;
- (2) Registrant's Quarterly Reports on Form 10-Q (File No. 0-27488) for the quarters ended March 31, and June 30, 2001;
- (3) Registrant's Current Report on Form 8-K filed on January 10, 2001, as amended by Form 8-K/A filed on February 5, 2001 and Current Reports on Form 8-K filed on February 13, and February 23, 2001 (File No. 0-27488);
- (4) The description of the Common Stock contained in Registrant's Registration Statement on Form 8-A filed January 6, 1996 (File No. 0-27488); and
- (5) The description of the Series A Participatory Preferred Stock Purchase Rights contained in Registrant's Registration Statement on Form 8-A filed September 30, 1998 (File No. 0-27488).

In addition, all documents subsequently filed by Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the 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.

EXHIBITS

Exhibit Number -----	Exhibit -----
5.1	Opinion of Pillsbury Winthrop LLP.
23.1	Consent of Ernst & Young LLP, Independent Auditors.
23.2	Consent of PricewaterhouseCoopers LLP, Independent Accountants.
23.3	Consent of PricewaterhouseCoopers LLP, Independent Accountants.
23.4	Consent of Pillsbury Winthrop LLP (included in Exhibit 5.1).
99.1	1997 Employee Stock Purchase Plan of Incyte Genomics, Inc., as amended and restated (incorporated by reference to Exhibit 10.15 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2001).

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 August 14, 2001.

INCYTE GENOMICS, INC.

By /s/ ROY A. WHITFIELD

 Roy A. Whitfield
 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 John M. Vuko, 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

 Roy A. Whitfield

Chief Executive Officer (Principal
 Executive Officer) and Director

August 14, 2001

/s/ JOHN M. VUKO

 John M. Vuko

Chief Financial Officer (Principal
 Financial Officer)

August 13, 2001

/s/ TIMOTHY HENN

 Timothy Henn

Controller (Principal Accounting Officer)

August 14, 2001

/s/ JEFFREY J. COLLINSON

 Jeffrey J. Collinson

Director

August 14, 2001

Signature

Title

Date

/s/ RANDAL W. SCOTT

Chairman of the Board

August 13, 2001

Randal W. Scott

/s/ BARRY M. BLOOM

Director

August 13, 2001

Barry M. Bloom

/s/ FREDERICK B. CRAVES

Director

August 10, 2001

Frederick B. Craves

/s/ JON S. SAXE

Director

August 13, 2001

Jon S. Saxe

/s/ BARRY M. ARIKO

Director

August 14, 2001

Barry M. Ariko

INDEX TO EXHIBITS

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[PILLSBURY WINTHROP LLP LETTERHEAD]

August 15, 2001

Incyte Genomics, Inc.
3160 Porter Drive
Palo Alto, CA 94304

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

With reference to the Registration Statement on Form S-8 to be filed by Incyte Genomics, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended, relating to 400,000 shares of the Company's Common Stock (the "Shares") issuable pursuant to the Company's 1997 Employee Stock Purchase Plan, as amended (the "Plan"), it is our opinion the Shares have been duly authorized and, when issued and sold in accordance with the Plan, will be validly 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 WINTHROP LLP

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 1997 Employee Stock Purchase Plan of Incyte Genomics, Inc. of our report dated January 23, 2001 with respect to the consolidated financial statements and schedule of Incyte Genomics, Inc. (formerly Incyte Pharmaceuticals, Inc.) included in its Annual Report (Form 10-K) for the year ended December 31, 2000, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Palo Alto, California
August 13, 2001

CONSENT OF PRICEWATERHOUSECOOPERS LLP, INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Incyte Genomics, Inc. of our report dated January 19, 2001, except as to Note 8 which is as of February 5, 2001, relating to the financial statements of diaDexus Inc., which appears in Incyte Genomics, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000.

/s/ PricewaterhouseCoopers LLP

San Jose, California
August 14, 2001

CONSENT OF PRICEWATERHOUSE COOPERS LLP, INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Incyte Genomics, Inc. of our report dated March 16, 2000, except as to Note 11, which is as of December 28, 2000 relating to the financial statements of Proteome, Inc., which appears in the Current Report on Form 8-K/A of Incyte Genomics, Inc. filed on February 5, 2001.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts
August 14, 2001