SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☑ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
Mayes Patrick A
(Last) (First) (Middle)
1801 AUGUSTINE CUT-OFF
(Street)
WILMINGTON DE 19803
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2026

4. If Amendment, Date of 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)
EVP & Chief Scientific Officer

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 (A) 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/31/2026		M		2,918	A	$61.18	66,546	D	
Common Stock	07/31/2026		M		2,284	A	$64.25	68,830	D	
Common Stock	07/31/2026		M		2,709	A	$61.76	71,539	D	
Common Stock	07/31/2026		M		3,148	A	$68.62	74,687	D	
Common Stock	07/31/2026		M		2,072	A	$71.93	76,759	D	
Common Stock	07/31/2026		M		9,459	A	$72.27	86,218	D	
Common Stock	07/31/2026		M		2,623	A	$74.78	88,841	D	
Common Stock	07/31/2026		M		2,864	A	$77.67	91,705	D	
Common Stock	07/31/2026		M		1,643	A	$80.5	93,348	D	
Common Stock	07/31/2026		M		3,023	A	$83.2	96,371	D	
Common Stock	07/31/2026		M		2,623	A	$83.58	98,994	D	
Common Stock	07/31/2026		M		1,642	A	$85.01	100,636	D	
Common Stock	07/31/2026		M		2,293	A	$90.56	102,929	D	
Common Stock	07/31/2026		M		85	A	$106.47	103,014	D	
Common Stock	07/31/2026		M		326	A	$105.43	103,340	D	
Common Stock	07/31/2026		S		14,661	D	$119.46	88,679	D	
Common Stock	07/31/2026		S		5,332	D	$119.42	83,347	D	
Common Stock	07/31/2026		S		2,187	D	$119.47	81,160	D	
Common Stock	07/31/2026		S		6,171	D	$119.43	74,989	D	
Common Stock	07/31/2026		S		4,695	D	$119.39	70,294	D	
Common Stock	07/31/2026		S		2,864	D	$119.4	67,430	D	
Common Stock	07/31/2026		S		1,643	D	$119.51	65,787	D	
Common Stock	07/31/2026		S		1,642	D	$119.38	64,145	D	
Common Stock	07/31/2026		S		85	D	$122.19	64,060	D	
Common Stock	07/31/2026		S		326	D	$121.69	63,734	D	
Common Stock	07/31/2026		S		2,293	D	$119.41	61,441	D	
Common Stock	08/03/2026		M		6,055	A	$105.43	67,496	D	
Common Stock	08/03/2026		S		6,055	D	$120.43	61,441[(1)]	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	$61.18	07/31/2026		M			2,918	(2)	01/17/2034	Common Stock	2,918	$0	1,328	D	
Employee Stock Option (right to buy)	$64.25	07/31/2026		M			2,284	(3)	07/14/2034	Common Stock	2,284	$0	2,938	D	
Employee Stock Option (right to buy)	$61.76	07/31/2026		M			2,709	(4)	07/13/2033	Common Stock	2,709	$0	1,233	D	
Employee Stock Option (right to buy)	$68.62	07/31/2026		M			3,148	(5)	07/01/2028	Common Stock	3,148	$0	0	D	
Employee Stock Option (right to buy)	$71.93	07/31/2026		M			2,072	(6)	01/16/2035	Common Stock	2,072	$0	2,665	D	
Employee Stock Option (right to buy)	$72.27	07/31/2026		M			9,459	(5)	01/03/2029	Common Stock	9,459	$0	0	D	
Employee Stock Option (right to buy)	$74.78	07/31/2026		M			2,623	(5)	01/18/2032	Common Stock	2,623	$0	0	D	
Employee Stock Option (right to buy)	$77.67	07/31/2026		M			2,864	(5)	07/01/2032	Common Stock	2,864	$0	191	D	
Employee Stock Option (right to buy)	$80.5	07/31/2026		M			1,643	(5)	01/16/2030	Common Stock	1,643	$0	0	D	
Employee Stock Option (right to buy)	$83.2	07/31/2026		M			3,023	(5)	01/19/2033	Common Stock	3,023	$0	202	D	
Employee Stock Option (right to buy)	$83.58	07/31/2026		M			2,623	(5)	07/01/2031	Common Stock	2,623	$0	0	D	
Employee Stock Option (right to buy)	$85.01	07/31/2026		M			1,642	(5)	07/01/2029	Common Stock	1,642	$0	0	D	
Employee Stock Option (right to buy)	$90.56	07/31/2026		M			2,293	(5)	01/14/2031	Common Stock	2,293	$0	0	D	
Employee Stock Option (right to buy)	$106.47	07/31/2026		M			85	(5)	07/01/2030	Common Stock	85	$0	2,207	D	
Employee Stock Option (right to buy)	$105.43	07/31/2026		M			326	(5)	11/06/2027	Common Stock	326	$0	6,055	D	
Employee Stock Option (right to buy)	$105.43	08/03/2026		M			6,055	(5)	11/06/2027	Common Stock	6,055	$0	0	D	

Explanation of Responses:

1. This includes an aggregate of 59,537 shares of common stock issuable pursuant to previously reported restricted stock units have not vested.
2. Options granted on January 18, 2024 and will vest monthly through July 14, 2027
3. Options granted on July 15, 2024 and will vest monthly through July 15, 2028
4. Options granted on July 14, 2023 and will vest monthly through July 14, 2027
5. As of July 31st, 2026, the award is fully vested and exercisable.
6. Options granted on January 17, 2025 and will vest monthly through July 15, 2028

Remarks:

/s/ Elizabeth Feeney, Attorney-In-Fact	08/04/2026
** Signature of Reporting Person	Date

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

* 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).

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