

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 | |
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| | | |
|--|--|---|
| 1. Name and Address of Reporting Person* <u>BAKER BROS. ADVISORS LP</u> (Last) (First) (Middle) 860 WASHINGTON STREET 3RD FLOOR (Street) NEW YORK NY 10014 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>INCYTE CORP [INCY]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 06/28/2019 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | | | | | | | 278,773 ⁽¹⁾ | D | | |
| Common Stock | | | | | | | 281,190 ⁽²⁾ | D | | |
| Common Stock | | | | | | | 33,410 | I | See Footnotes ⁽³⁾ | |
| Common Stock | 06/28/2019 | | A | | 310 | A | \$84.96 | 2,827,076 | I | See Footnotes ⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾ |
| Common Stock | 06/28/2019 | | A | | 310 | A | \$84.96 | 29,290,843 | I | See Footnotes ⁽⁴⁾⁽⁵⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾ |

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 | | | | | |

1. Name and Address of Reporting Person*
BAKER BROS. ADVISORS LP
 (Last) (First) (Middle)
 860 WASHINGTON STREET
 3RD FLOOR
 (Street)
 NEW YORK NY 10014
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
667, L.P.
 (Last) (First) (Middle)
 860 WASHINGTON STREET, 3RD FLOOR
 (Street)
 NEW YORK NY 10014
 (City) (State) (Zip)

| | | |
|---|---------|----------|
| (City) | (State) | (Zip) |
| 1. Name and Address of Reporting Person* | | |
| Baker Bros. Advisors (GP) LLC | | |
| (Last) | (First) | (Middle) |
| 860 WASHINGTON STREET 3RD FLOOR | | |
| (Street) | | |
| NEW YORK | NY | 10014 |
| (City) | (State) | (Zip) |

| | | |
|---|---------|----------|
| 1. Name and Address of Reporting Person* | | |
| Baker Brothers Life Sciences LP | | |
| (Last) | (First) | (Middle) |
| 860 WASHINGTON STREET 3RD FLOOR | | |
| (Street) | | |
| NEW YORK | NY | 10014 |
| (City) | (State) | (Zip) |

| | | |
|--|---------|----------|
| 1. Name and Address of Reporting Person* | | |
| BAKER FELIX | | |
| (Last) | (First) | (Middle) |
| 860 WASHINGTON STREET 3RD FLOOR | | |
| (Street) | | |
| NEW YORK | NY | 10014 |
| (City) | (State) | (Zip) |

| | | |
|--|---------|----------|
| 1. Name and Address of Reporting Person* | | |
| BAKER JULIAN | | |
| (Last) | (First) | (Middle) |
| 860 WASHINGTON STREET, 3RD FLOOR | | |
| (Street) | | |
| NEW YORK | NY | 10014 |
| (City) | (State) | (Zip) |

Explanation of Responses:

1. Common stock ("Common Stock") of Incyte Corporation (the "Issuer") directly held by Julian C. Baker.
2. Common Stock directly held by Felix J. Baker.
3. Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in Common Stock reported in column 5 of Table I directly held by FBB Associates. Julian C. Baker and Felix J. Baker are the sole partners of FBB Associates. Julian C. Baker and Felix J. Baker disclaim beneficial ownership of the securities held directly by FBB Associates except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that Julian C. Baker or Felix J. Baker is a beneficial owner of such securities for purposes of Section 16 or any other purpose.
4. 310 shares of Common Stock issued to Julian C. Baker pursuant to the Issuer's Amended and Restated 2010 Stock Incentive Plan (the "Stock Incentive Plan") in lieu of director retainer fees of \$26,338. The shares of Common Stock are fully vested. Julian C. Baker serves on the Issuer's board of directors (the "Board") as a representative of 667, L.P. ("667") and Baker Brothers Life Sciences, L.P. ("Life Sciences", and together with 667, the "Funds").
5. Pursuant to the policies of Baker Bros. Advisors LP (the "Adviser"), Julian C. Baker does not have any right to the pecuniary interest in the Issuer's securities issued in lieu of director retainer fees and the Funds are entitled to an indirect proportionate pecuniary interest in the securities. The Funds each owns an indirect proportionate pecuniary interest in the shares of Common Stock. Solely as a result of their ownership interest in (i) the general partners of the Funds and (ii) the Funds, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the shares of Common Stock issued in lieu of director retainer fees (ie. no direct pecuniary interest).
6. After giving effect to the transaction reported herein and as a result of their ownership interest in (i) Baker Biotech Capital, L.P. and (ii) 667, Julian C. Baker and Felix J. Baker each may be deemed to have an indirect pecuniary interest in Common Stock reported in column 5 of Table I directly held by 667, a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP),LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.
7. Includes beneficial ownership of 3,376 shares previously issued pursuant to the Stock Incentive Plan in lieu of director retainer fees, 135,000 shares received previously from exercise of 135,000 stock options of the Issuer and 1,520 restricted stock units payable solely in Common Stock that were issued to Julian C. Baker in his capacity as a director of the Issuer, of which each of the Funds may be deemed to own a portion.
8. After giving effect to the transactions reported herein and as a result of their ownership interest in (i) Baker Brothers Life Sciences Capital, L.P. and (ii) Life Sciences, Julian C. Baker and Felix J. Baker each may be deemed to have an indirect pecuniary interest in Common Stock of the Issuer reported in column 5 of Table I directly held by Life Sciences, a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.
9. The Adviser serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Baker Bros. Advisors (GP) LLC (the "Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are managing members of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds.
10. Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.
11. The 310 shares are reported for each of the Funds as each has an indirect pecuniary interest.

Remarks:

Julian C. Baker is a director of Incyte Corporation (the "Issuer"). By virtue of his representation on the board of directors of the Issuer, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the reporting persons are deemed directors by deputization of the Issuer.

By: Baker Bros. Advisors LP,
Name: Scott L. Lessing, Title: 07/02/2019
President /s/ Scott L. Lessing

Baker Bros. Advisors LP,
Mgmt. Co. and Inv. Adviser to
667, L.P., pursuant to authority
granted by Baker Biotech 07/02/2019
Capital, L.P., GP to 667, L.P.
Name: Scott L. Lessing, Title:
President /s/ Scott L. Lessing

By: Baker Bros. Advisors (GP)
LLC, Name: Scott L. Lessing, 07/02/2019
Title: President /s/ Scott L.
Lessing

Baker Bros. Advisors LP,
Mgmt. Co. and Inv. Adviser to
BAKER BROTHERS LIFE
SCIENCES, L.P., pursuant to
authority granted by Baker 07/02/2019
Brothers Life Sciences Capital,
L.P., GP to Baker Brothers Life
Sciences, L.P., Name: Scott L.
Lessing, Title: President /s//

/s/ Felix J. Baker 07/02/2019
/s/ Julian C. Baker 07/02/2019

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.