

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
incorporation or organization)

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

3160 Porter Drive
Palo Alto, California

94304

(Address of Principal Executive Offices)

(Zip Code)

1997 EMPLOYEE STOCK PURCHASE PLAN OF INCYTE PHARMACEUTICALS, INC.

(Full title of the plan)

ROY A. WHITFIELD
President and Chief Executive Officer
Incyte Genomics, Inc.
3160 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(3)	400,000 shares	\$40.47	\$16,188,000	\$4,274
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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(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 September 28, 2000.
- (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 Statement filed with the Securities and Exchange Commission on July 16, 1997 (File No. 333-31409) is 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, 1999;

(2) Registrant's Quarterly Reports on Form 10-Q (File No. 0-27488) for the quarters ended March 31, and June 30, 2000;

(3) Registrant's Current Reports on Form 8-K dated February 1, February 17, February 22, February 24, March 24, July 25 and August 25, 2000 (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 Madison & Sutro LLP.
23.1	Consent of Ernst & Young LLP, Independent Auditors.
23.2	Consent of PricewaterhouseCoopers LLP, Independent Accountants.
23.3	Consent of Pillsbury Madison & Sutro LLP (included in Exhibit 5.1).
99.1	2000 Amendment to the 1997 Employee Stock Purchase Plan of Incyte Pharmaceuticals, Inc.

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, 2000.

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

Chief Executive Officer (Principal Executive Officer) and Director

October 2, 2000

Roy A. Whitfield

/S/ JOHN M. VUKO

Chief Financial Officer (Principal Financial Officer)

October 2, 2000

John M. Vuko

/S/ TIMOTHY HENN

Controller (Principal Accounting Officer)

October 2, 2000

Timothy Henn

/S/ JEFFREY J. COLLINSON

Director

October 2, 2000

Jeffrey J. Collinson

SIGNATURE

TITLE

DATE

Chairman of the Board
Randal W. Scott

/S/ BARRY M. BLOOM

Director
October 2, 2000
Barry M. Bloom

/S/ FREDERICK B. CRAVES

Director
October 2, 2000
Frederick B. Craves

/S/ JON S. SAXE

Director
October 2, 2000
Jon S. Saxe

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[PILLSBURY MADISON & SUTRO LLP LETTERHEAD]

October 2, 2000

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 MADISON & SUTRO 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 Pharmaceuticals, Inc. and in the related prospectus of our report dated January 24, 2000 with respect to the consolidated financial statements and schedule of Incyte Genomics, Inc. (formerly Incyte Pharmaceuticals, Inc.) included in its Annual Report on Form 10-K for the year ended December 31, 1999, filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

Palo Alto, California
September 29, 2000

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 17, 2000 relating to the financial statements of diaDexus LLC, which appears in Incyte Genomics, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1999.

PricewaterhouseCoopers LLP

San Jose, California
September 29, 2000

2000 AMENDMENT TO THE

1997 EMPLOYEE STOCK PURCHASE PLAN

OF INCYTE PHARMACEUTICALS, INC.

THIS AMENDMENT amends the Employee Stock Purchase Plan (the "Plan") of Incyte Pharmaceuticals, Inc. (the "Company"). Unless specifically otherwise defined, each term used herein shall have the meaning assigned to such term in the Plan.

WITNESSETH:

WHEREAS, the Board of Directors has determined that it is in the best interests 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 13, paragraph (a) of the Plan shall be amended by deleting the first sentence and replacing it with the following:

"The maximum number of shares of the Company's Common Stock which shall be made available for sale under the Plan shall be six hundred thousand (600,000) shares, subject to adjustment upon changes in the capitalization of the Company as provided in Section 18 hereof."

2. DATE OF AMENDMENT. To record the adoption of this Amendment to the Plan by the Board of Directors as of February 28, 2000 and the approval by the stockholders of this Amendment on June 5, 2000, the Company has caused its authorized officer to execute the same.

INCYTE PHARMACEUTICALS, INC.

By /S/ ROY A. WHITFIELD

Roy A. Whitfield

As its CHIEF EXECUTIVE OFFICER
