

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-A/A

**Amendment No. 1
to Form 8-A dated September 30, 1998**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

INCYTE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

94-3136539
(I.R.S. Employer Identification No.)

**Experimental Station
Route 141 & Henry Clay Road
Building E336
Wilmington, DE**
(Address of principal executive offices)

19880
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**

**Name of each exchange on which
each class is to be registered**

Series A Participating Preferred Stock Purchase Rights

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box:

Securities Act registration statement file number to which this form relates: None

Securities to be registered pursuant to Section 12(g) of the Act: None

This Form 8-A/A amends and supplements the Form 8-A (the "Form 8-A") filed by Incyte Corporation (f/k/a Incyte Pharmaceuticals, Inc.) (the "Company") on September 30, 1998, with respect to that certain Rights Agreement, dated as of September 25, 1998 (the "Rights Agreement"), between the Company and Mellon Investor Services LLC (f/k/a ChaseMellon Shareholder Services, L.L.C.) (the "Rights Agent").

Item 1. Description of Registrant's Securities to be Registered.

On July 31, 2008, in connection with a public offering of the Company's common stock, the Finance Committee of the Board of Directors (the "Board") of the Company placed into effect an amendment (the "Amendment") to the Company's stockholder rights plan that was previously approved by the Board on July 29, 2008. The stockholder rights plan, as evidenced by the Rights Agreement, has been amended to increase the threshold of ownership in the Company's securities necessary to cause investors to become "Acquiring Persons" and thereby trigger the occurrence of a "Distribution Date" under the Rights Agreement from 15% to 20%.

The Amendment is being filed as Exhibit 4.2 hereto. This summary description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, which is incorporated herein by reference.

Item 2. Exhibits.

Item 2 of Form 8-A is hereby amended and supplemented by adding the following:

<u>Exhibit Number</u>	<u>Description</u>
4.2	Amendment No. 1 to the Rights Agreement, dated July 31, 2008, between Incyte Corporation and Mellon Investor Services LLC, as Rights Agent.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 1, 2008

INCYTE CORPORATION

By: /s/ Patricia A. Schreck
Patricia A. Schreck
Executive Vice President and
General Counsel

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.2	Amendment No. 1 to the Rights Agreement, dated July 31, 2008, between Incyte Corporation and Mellon Investor Services LLC, as Rights Agent.

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AMENDMENT NO. 1 TO RIGHTS AGREEMENT

This Amendment No. 1 to Rights Agreement (this "Amendment") is dated as of July 31, 2008 by and between INCYTE CORPORATION (f/k/a Incyte Pharmaceuticals, Inc.), a Delaware corporation (the "Company"), and MELLON INVESTOR SERVICES LLC (f/k/a ChaseMellon Shareholder Services, L.L.C.), a New Jersey limited liability company (the "Rights Agent"), with reference to the following:

A. The Company and the Rights Agent entered into that certain Rights Agreement dated as of September 25, 1998 (the "Agreement") in order to implement a stockholder rights plan as more fully described therein. Terms with initial letters capitalized that are not otherwise defined herein shall have their respective meanings as set forth in the Agreement.

B. The Company desires to amend the Agreement in certain respects in order to increase the threshold of ownership in the Company's securities necessary to cause investors to become Acquiring Persons and thereby trigger the occurrence of a Distribution Date.

C. Under the Agreement, the Company and the Rights Agent may amend the Agreement at any time prior to a Distribution Date, which has yet to occur.

NOW, THEREFORE, pursuant to Section 27 of the Agreement, the Company and the Rights Agent hereby amend, effective upon the date hereof, the Agreement as follows:

Section 1. Change in Definition of Acquiring Person. As set forth in Section 1(a) of the Agreement, the threshold of Beneficial Ownership by a Person (together with all Affiliates and Associates) of 15% of the shares of Common Stock then outstanding at which such Person shall, subject to the provisions of the Agreement, be deemed to be an Acquiring Person is hereby changed to 20%. In addition, as conforming changes, all references to "15%" in the Agreement (e.g., in Sections 1(a) and 24(a)) are hereby changed to "20%."

Section 2. Change in Liability. The following language shall be added to the end of Section 21(c):

Anything to the contrary notwithstanding, in no event will the Rights Agent be liable for special, punitive, indirect, incidental or consequential loss or damages of any kind whatsoever (including but not limited to lost profits), even if the Rights Agent has been advised of the likelihood of such loss or damage.

Section 3 Counterparts. This Amendment may be executed in any number of counterparts, each which shall be deemed an original, and all of this together shall constitute one instrument.

[Remainder of the page is blank.]

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IN WITNESS WHEREOF, this Amendment is executed as of the date first written above.

INCYTE CORPORATION

By: /s/ Patricia A. Schreck
 Name: Patricia A. Schreck
 Title: Executive Vice President and General
 Counsel

MELLON INVESTOR SERVICES LLC

By: /s/ Edward Schmitt
 Name: Edward Schmitt
 Title: Assistant Vice President

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