

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

Form S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

INCYTE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

3160 Porter Drive
Palo Alto, California

(Address of Principal Executive Offices)

94-3136539

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

94304

(Zip Code)

1997 EMPLOYEE STOCK PURCHASE PLAN OF INCYTE CORPORATION

(Full title of the plan)

PAUL A. FRIEDMAN
Chief Executive Officer
Incyte Corporation
3160 Porter Drive
Palo Alto, California 94304
(415) 855-0555

(Name, address and telephone number,
including area code, of agent for service)

Copy to:
STANTON D. WONG, ESQ.
Pillsbury Winthrop LLP
P.O. Box 7880
San Francisco, CA 94120-7880
(415) 983-1000

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)	1,000,000 shares	\$3.40	\$3,400,000	\$276

- (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 85% of the average of the high and low sales prices of the Company's Common Stock on the Nasdaq National Market on August 11, 2003. Pursuant to the Employee Stock Purchase Plan, the purchase price of a share of common stock shall mean an amount equal to 85% of the Fair Market Value of a share of common stock on the Enrollment Date or the Exercise Date, whichever is lower.
- (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 June 28, 2002 (File No. 333-91540), August 15, 2001 (File No. 333-67596), October 3, 2000 (File No. 333-47180) and July 16, 1997 (File No. 333-31409) are hereby incorporated by reference.

Part II

Information Required in the Registration Statement

Item 3. 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, 2002;
- (2) Registrant's Quarterly Reports on Form 10-Q (File No. 0-27488) for the quarters ended March 31, 2003 and June 30, 2003;
- (3) Registrant's Current Report on Form 8-K (File No. 0-27488) filed February 25, 2003;
- (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.

Item 8. Exhibits

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
5.1	Opinion of Pillsbury Winthrop LLP.
23.1	Consent of Ernst & Young LLP, Independent Auditors.
23.2	Consent of Pillsbury Winthrop LLP (included in Exhibit 5.1).
24.1	Power of Attorney (see page 2).
99.1	1997 Employee Stock Purchase Plan of Incyte Corporation, as amended and restated on April 15, 2003 (incorporated by reference to Exhibit 10.15 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003).

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ BARRY M. ARIKO _____ Barry M. Ariko	Director	August 15, 2003
/s/ JULIAN C. BAKER _____ Julian C. Baker	Director	August 15, 2003
/s/ PAUL A. BROOKE _____ Paul A. Brooke	Director	August 15, 2003
/s/ FREDERICK B. CRAVES _____ Frederick B. Craves	Director	August 15, 2003
/s/ JON S. SAXE _____ Jon S. Saxe	Director	August 15, 2003
/s/ ROY A. WHITFIELD _____ Roy A. Whitfield	Director	August 15, 2003

INDEX TO EXHIBITS

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**Pillsbury Winthrop LLP
50 Fremont Street
San Francisco, CA 94105**

August 14, 2003

Incyte Corporation
3160 Porter Drive
Palo Alto, CA 94304

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel for Incyte Corporation, a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") relating to the registration under the Securities Act of 1933 (the "Act") of 1,000,000 shares of the Company's Common Stock, par value \$.001 per share (the "Shares"), issuable pursuant to the 1997 Employee Stock Purchase Plan of Incyte Corporation (the "Plan").

We have reviewed and are familiar with such corporate proceedings and other matters as we have deemed necessary for this opinion. Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and sold in accordance with the Plan, will be legally issued, fully paid and nonassessable. This opinion is limited to matters governed by the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

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 Corporation, of our report dated January 31, 2003 (except for Note 16 and for the second sentence of the first paragraph of Note 1 as to which the dates are February 18, 2003 and March 15, 2003, respectively) with respect to the consolidated financial statements and schedule of Incyte Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2002, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

*Palo Alto, California
August 13, 2003*