

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-3

REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

INCYTE PHARMACEUTICALS, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

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

3174 Porter Drive  
Palo Alto, California 94304  
(415) 855-0555  
(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

ROY A. WHITFIELD  
Chief Executive Officer  
Incyte Pharmaceuticals, Inc.  
3174 Porter Drive  
Palo Alto, California 94304  
(415) 855-0555  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Copies to:

STANTON D. WONG  
SALLY BRAMMELL  
BARBARA M. LANGE  
Pillsbury Madison & Sutro LLP  
P.O. Box 7880  
San Francisco, California 94120

DAVID J. SEGRE  
ADAM R. DOLINKO  
AMY E. REES  
Wilson Sonsini Goodrich & Rosati  
Professional Corporation  
650 Page Mill Road  
Palo Alto, California 94304

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:  
As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered  
pursuant to dividend or interest reinvestment plans, please check the following  
box. / /

If any of the securities being registered on this Form are to be offered on  
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, other than securities offered only in connection with dividend or interest  
reinvestment plans, check the following box. / /

If this Form is filed to register additional securities for an offering  
pursuant to Rule 462(b) under the Securities Act, please check the following box  
and list the Securities Act registration statement number of the earlier  
effective registration statement for the same offering. /X/ 333-31307

If this Form is a post-effective amendment filed pursuant to Rule 462(c)  
under the Securities Act, check the following box and list the Securities Act  
registration statement number of the earlier effective registration statement  
for the same offering. / / \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434,  
please check the following box. / /

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS 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 . . .	227,713 shares	\$62.875	\$14,317,455	\$4,339

(1) Includes 27,713 shares that the Underwriters have the option to purchase to

cover over-allotments, if any.

- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) based upon the average of the high and low prices of the Company's Common Stock on the Nasdaq National Market on July 23, 1997.

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## INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act") by Incyte Pharmaceuticals, Inc. (the "Company"), pursuant to Rule 462(b) under the Act. This Registration Statement incorporates by reference the contents of the Registration Statement on Form S-3 (File No. 333-31307) relating to the offering of up to 1,150,000 shares of Common Stock of the Company.

## CERTIFICATION

The Company hereby certifies to the Commission that (i) it has instructed its bank to pay the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business on July 31, 1997), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee, and (iv) it will confirm receipt of such instructions by the bank during regular business hours on July 31, 1997.

## 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-3, 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 July 30, 1997.

INCYTE PHARMACEUTICALS, INC.

By RANDAL W. SCOTT

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Randal W. Scott  
President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Name -----	Title -----	Date -----
* ----- Roy A. Whitfield	Chief Executive Officer (Principal Executive Officer) and Director	July 30, 1997
* ----- Denise M. Gilbert	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	July 30, 1997
* ----- Janet L. Nibel	Director of Finance and Administration (Principal Accounting Officer)	July 30, 1997
* ----- Jeffrey J. Collinson	Chairman of the Board	July 30, 1997
* ----- Barry M. Bloom	Director	July 30, 1997
* ----- Frederick B. Craves	Director	July 30, 1997
* ----- Jon S. Saxe	Director	July 30, 1997
RANDAL W. SCOTT ----- Randal W. Scott	Director	July 30, 1997

\*By RANDAL W. SCOTT  
-----  
Randal W. Scott  
Attorney-in-Fact

## EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION OF DOCUMENT -----	SEQUENTIALLY NUMBERED PAGE -----
5.1	Opinion of Pillsbury Madison & Sutro LLP (incorporated by reference to Exhibit 5.1 to the Registrant's Registration Statement on Form S-3 (File No. 333-31037)).	
23.1	Consent of Ernst & Young LLP.	5
23.2	Consent of Pillsbury Madison & Sutro LLP (included in its opinion filed as Exhibit 5.1 to this Registration Statement).	

## CONSENT OF ERNST &amp; YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Registration Statement on Form S-3 of Incyte Pharmaceuticals, Inc. for the registration of 227,713 shares of its common stock of our report dated February 7, 1997, with respect to the consolidated financial statements of Incyte Pharmaceuticals, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 1996 and to the reference of our firm under the captions "Selected Financial Data" and "Experts" which are all included in the Registration Statement on Form S-3 of Incyte Pharmaceuticals, Inc. (No. 333-31307) and incorporated by reference in this Registration Statement.

/s/ ERNST & YOUNG LLP

Palo Alto, California  
July 29, 1997