

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-8REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933**INCYTE GENOMICS, 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.)3160 Porter Drive,
Palo Alto, California
(Address of Principal Executive Offices)94304
(Zip Code)1993 DIRECTORS' STOCK OPTION PLAN OF INCYTE GENOMICS, INC.
(Full title of the plan)PAUL A. FRIEDMAN
Chief Executive Officer
Incyte Genomics, Inc.
3160 Porter Drive
Palo Alto, California 94304
(650) 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)	300,000 shares	\$6.30	\$1,890,000	\$174

- (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 June 26, 2002.
- (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 20, 1995 (File No. 33-93668) and on March 10, 1994 (File No. 33-76236) 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, 2001;
- (2) Registrant's Quarterly Report on Form 10-Q (File No. 0-27488) for the quarter ended March 31, 2002;
- (3) Registrant's current report on Form 8-K (File No. 0-27488) filed June 28, 2002;
- (4) The description of the Common Stock contained in Registrant's Registration Statement on Form 8-A filed January 5, 1996 (File No. 0-27488); and
- (5) The description of the Series A Participating 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 Securities 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

Exhibit Number	Description of Exhibit
5.1	Opinion of Pillsbury Winthrop LLP.
23.1	Consent of Ernst & Young LLP, Independent Auditors.
23.2	Consent of PricewaterhouseCoopers LLP, Independent Accountants.
23.3	Consent of Pillsbury Winthrop LLP (included in Exhibit 5.1).
99.1	1993 Directors' Stock Option Plan of Incyte Genomics, Inc., as amended and restated (incorporated by reference to Exhibit 10.4 to the Company's Annual Report on Form 10-K for the year ended December 31, 2001).

Signature	Title	Date
<hr/> /s/ BARRY M. ARIKO <hr/> Barry M. Ariko	Director	June 28, 2002
/s/ JULIAN C. BAKER <hr/> Julian C. Baker	Director	June 28, 2002
/s/ PAUL A. BROOKE <hr/> Paul A. Brooke	Director	June 28, 2002
/s/ JEFFREY J. COLLINSON <hr/> Jeffrey J. Collinson	Director	June 28, 2002
/s/ FREDERICK B. CRAVES <hr/> Frederick B. Craves	Director	June 28, 2002
<hr/> Richard U. De Schutter	Director	
/s/ JON S. SAXE <hr/> Jon S. Saxe	Director	June 28, 2002

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PILLSBURY WINTHROP LLP
50 Fremont Street
San Francisco, CA 94105

June 27, 2002

Incyte Genomics, Inc.
3160 Porter Drive
Palo Alto, CA 94304

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel for Incyte Genomics, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 relating to the registration under the Securities Act of 1933 (the "Act") of 300,000 shares of the Company's Common Stock, par value \$.001 per share (the "Shares"), issuable pursuant to the 1993 Directors' Stock Option Plan of Incyte Genomics, Inc. (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) of Incyte Genomics, Inc. pertaining to the 1993 Directors' Stock Option Plan, of our report dated January 25, 2002, with respect to the consolidated financial statements and schedule of Incyte Genomics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2001, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Palo Alto, California
June 27, 2002

CONSENT OF PRICEWATERHOUSECOOPERS LLP, INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated January 14, 2002, except as to Paragraph 2 of Note 8 which is as of January 31, 2002, relating to the financial statements of diaDexus, Inc., which appears in Incyte Genomics, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2001.

/s/ PricewaterhouseCoopers LLP

San Jose, California

June 20, 2002