Registration No. 333-

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 (State or other jurisdiction of incorporation or organization)

3160 Porter Drive, Palo Alto, California (Address of Principal Executive Offices) Identification No.)

94-3136539

(I.R.S. Employer

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	Amount	Proposed maximum	Proposed maximum	Amount of
securities to	to be	offering price	aggregate offering	registration
be registered	registered(1)	per share(2)	price(2)	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 r Company's Annual Report on Form 10-K for the year ended December 31, 2001).

reference to Exhibit 10.4 to the

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 June 28, 2002.

INCYTE GENOMICS, INC.

By:

/s/ PAUL A. FRIEDMAN

Paul A. Friedman 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 Paul A. Friedman, John M. Vuko and Lee Bendekgey, 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/ PAUL A. FRIEDMAN	Chief Executive Officer (Principal Executive Officer) and Director	June 28, 2002
Paul A. Friedman	Director	
/s/ John M. Vuko	Chief Financial Officer (Principal Financial Officer)	June 28, 2002
John M. Vuko		
/s/ Timothy G. Henn	Controller (Principal Accounting Officer)	June 28, 2002
Timothy G. Henn		
/s/ Roy A. Whitfield	Chairman of the Board	June 28, 2002
Roy A. Whitfield		
/s/ ROBERT B. STEIN	President, Chief Scientific Officer and Director	June 28, 2002
Robert B. Stein		

-2-

Signature	Title	Date
/s/ Barry M. Ariko	Director	June 28, 2002
Barry M. Ariko		
/s/ JULIAN C. BAKER	Director	June 28, 2002
Julian C. Baker	_	
/s/ PAUL A. BROOKE	Director	June 28, 2002
Paul A. Brooke	_	
/s/ Jeffrey J. Collinson	Director	June 28, 2002
Jeffrey J. Collinson	_	
/s/ Frederick B. Craves	Director	June 28, 2002
Frederick B. Craves	_	
	- Director	
Richard U. De Schutter		
/s/ JON S. SAXE	Director	June 28, 2002
Jon S. Saxe	_	

-3-

INDEX TO EXHIBITS

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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).

-4-

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