

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BAKER BROS. ADVISORS LP</u>  (Last) (First) (Middle) <u>860 WASHINGTON STREET, 3RD FLOOR</u>  (Street) <u>NEW YORK NY 10014</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INCYTE CORP [ INCY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/28/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/28/2024		A		543 <sup>(1)</sup>	A	\$0	2,970,073	I	See Footnotes <sup>(1)(2)(3)(4)(5)(6)(7)(8)</sup>
Common Stock	03/28/2024		A		543 <sup>(1)</sup>	A	\$0	33,447,981	I	See Footnotes <sup>(1)(3)(4)(5)(6)(7)(8)(9)</sup>
Common Stock								278,773	D <sup>(10)</sup>	
Common Stock								281,190	D <sup>(11)</sup>	
Common Stock								33,410	I	See Footnotes <sup>(12)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
BAKER BROS. ADVISORS LP  
 (Last) (First) (Middle)  
860 WASHINGTON STREET, 3RD FLOOR  
 (Street)  
NEW YORK NY 10014  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
667, L.P.  
 (Last) (First) (Middle)  
860 WASHINGTON STREET, 3RD FLOOR  
 (Street)  
NEW YORK NY 10014  
 (City) (State) (Zip)

## 1. Name and Address of Reporting Person\*

[Baker Bros. Advisors \(GP\) LLC](#)

(Last) (First) (Middle)

860 WASHINGTON STREET, 3RD FLOOR

(Street)

NEW YORK NY 10014

(City) (State) (Zip)

## 1. Name and Address of Reporting Person\*

[Baker Brothers Life Sciences LP](#)

(Last) (First) (Middle)

860 WASHINGTON STREET, 3RD FLOOR

(Street)

NEW YORK NY 10014

(City) (State) (Zip)

## 1. Name and Address of Reporting Person\*

[BAKER FELIX](#)

(Last) (First) (Middle)

860 WASHINGTON STREET, 3RD FLOOR

(Street)

NEW YORK NY 10014

(City) (State) (Zip)

## 1. Name and Address of Reporting Person\*

[BAKER JULIAN](#)

(Last) (First) (Middle)

860 WASHINGTON STREET, 3RD FLOOR

(Street)

NEW YORK NY 10014

(City) (State) (Zip)

**Explanation of Responses:**

- Includes 543 shares of common stock ("Common Stock") of Incyte Corporation (the "Issuer") issued to Julian C. Baker pursuant to the Issuer's Amended and Restated 2010 Stock Incentive Plan (the "Stock Incentive Plan") in lieu of quarterly director retainer fees of \$32,000. The shares of Common Stock are fully vested. Julian C. Baker serves on the Issuer's board of directors (the "Board") as a representative of 667, L.P. ("667") and Baker Brothers Life Sciences, L.P. ("Life Sciences", and together with 667, the "Funds") and their affiliates.
- After giving effect to the transaction reported herein and as a result of their ownership interest in (i) Baker Biotech Capital, L.P. and (ii) 667, Julian C. Baker and Felix J. Baker each may be deemed to have an indirect pecuniary interest in Common Stock reported in column 5 of Table I held directly by or held for the benefit of 667, a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to their interest in 667 and Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.
- Baker Bros. Advisors LP (the "Adviser") serves as the investment adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held directly by the Funds or for the benefit of the Funds. Baker Bros. Advisors (GP) LLC (the "Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are managing members of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held directly by the Funds or for the benefit of the Funds. The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held directly by the Funds or for the benefit of the Funds.
- Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds or for the benefit of the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.
- Includes beneficial ownership of 10,967 shares of Common Stock previously issued to Julian C. Baker pursuant to the Stock Incentive Plan in lieu of director retainer fees, 9,374 shares of Common Stock received previously from vested restricted stock units (each, an "RSU") and 215,000 shares of Common Stock received previously from the exercise of 215,000 non-qualified options to purchase Common Stock ("Stock Options") that were issued to Julian C. Baker in his capacity as a director of the Issuer, of which the Funds are deemed to own a portion.
- Pursuant to the policies of the Adviser, Julian C. Baker does not have a right to any of the Issuer's securities issued as compensation for his service on the Board and the Funds are entitled to an indirect proportionate pecuniary interest in the securities. The Funds each own an indirect proportionate pecuniary interest in the Stock Options and RSUs. Solely as a result of their ownership interest in (i) the general partners of the Funds and (ii) the Funds, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the Stock Options, RSUs and any Common Stock acquired upon the exercise of Stock Options or vesting of RSUs (i.e. no direct pecuniary interest).
- Pursuant to the policies of the Adviser, the Adviser has voting and dispositive power over the Common Stock received in lieu of director retainer fees, Stock Options, RSUs and any Common Stock received as a result of the exercise of Stock Options or vesting of RSUs.
- The acquisitions of RSUs reported on this form represent a single grant of 543 RSUs on Table I. The 543 RSUs are reported for each of the Funds as each has an indirect pecuniary interest in such securities.
- After giving effect to the transaction reported herein and as a result of their ownership interest in (i) Baker Brothers Life Sciences Capital, L.P. and (ii) Life Sciences, Julian C. Baker and Felix J. Baker each may be deemed to have an indirect pecuniary interest in Common Stock reported in column 5 of Table I held directly by or held for the benefit of Life Sciences, a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to their interest in Life Sciences and Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.
- Common Stock directly held by Julian C. Baker, a managing member of the Adviser GP.
- Common Stock directly held by Felix J. Baker, a managing member of the Adviser GP.
- Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in 33,410 shares of Common Stock directly held by FBB Associates. Julian C. Baker and Felix J. Baker are the sole partners of FBB Associates. Julian C. Baker and Felix J. Baker disclaim beneficial ownership of the securities held directly by FBB Associates except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that Julian C. Baker or Felix J. Baker is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

**Remarks:**

Julian C. Baker, a managing member of Baker Bros. Advisors (GP) LLC, the sole general partner of Baker Bros. Advisors LP, is a director of Incyte Corporation (the "Issuer"). By virtue of their representation on the board of directors of the Issuer, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the reporting persons other than Julian C. Baker are deemed directors by deputization of the Issuer.

By: Baker Bros. Advisors LP,  
Name: Scott L. Lessing, Title: 04/01/2024  
President /s/ Scott L. Lessing

Baker Bros. Advisors LP,  
Mgmt. Co. and Inv. Adviser to  
667, L.P., pursuant to  
authority granted by Baker  
Biotech Capital, L.P., GP to  
667, L.P. Name: Scott L.  
Lessing, Title: President /s/  
Scott L. Lessing

/s/ Julian C. Baker 04/01/2024

By: Baker Bros. Advisors  
(GP) LLC, Name: Scott L.  
Lessing, Title: President /s/  
Scott L. Lessing

Baker Bros. Advisors LP,  
Mgmt. Co. and Inv. Adviser to  
BAKER BROTHERS LIFE  
SCIENCES, L.P., pursuant to  
authority granted by Baker  
Brothers Life Sciences  
Capital, L.P., GP to Baker  
Brothers Life Sciences, L.P.,  
Name: Scott L. Lessing, Title:  
President /s/

/s/ Felix J. Baker 04/01/2024

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**