SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287						
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 [*] Schaffert Susanne		n*	2. Issuer Name and Ticker or Trading Symbol <u>INCYTE CORP</u> [INCY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/12/2024	Officer (give title Other (specify below) below)					
1801 AUGUSTINE CUT-OFF			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)				Form filed by One Reporting Person					
WILMINGTON	DE	19803		Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication						
			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									

Table 1 Hon Dentrative declarities Acquired, Disposed of, of Denenolary Owned										
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	y Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	06/12/2024		F		752(1)	D	\$59.94	2,890	D	
Common Stock	06/12/2024		Α		2,830(2)	A	\$ <mark>0</mark>	5,720 ⁽³⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed Execution Date, 5. Number 6. Date Exercisable and 7. Title and Amount 8. Price of Derivative 9. Number of 11. Nature 10. Derivative Conversion Date Transaction of Expiration Date of Securities derivative Ownership of Indirect Security (Instr. 3) or Exercise Price of if any (Month/Day/Year) Code (Instr. 8) Derivative Underlying Derivative Security Security (Instr. 5) Securities Beneficially Form: Direct (D) (Month/Day/Year (Month/Day/Year) Beneficial Securities Ownership Derivative Acauired (Instr. 3 and 4) Owned or Indirect (Instr. 4) Security (A) or Disposed Following (I) (Instr. 4) Reported of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount or Number Date Expiration ν (D) (A) Title Shares Code Exercisable Date Non Qualfied Stock Common \$59.94 06/12/2024 12,517 (4) 06/11/2034 12.517 12,517 D A \$<mark>0</mark> Option (right to Stock buy)

Explanation of Responses:

1. Represents shares withheld automatically by the Issuer to satisfy tax withholding obligations due at settlement of restricted stock units previously reported in Table I as common stock.

2. This award of restricted stock units ("RSUs") vests in full on the first anniversary of the date of grant or, if earlier, the date of the next regular annual meeting of the Company's stockholders or upon a change of control (as defined in the RSU plan). The RSUs may be settled only for shares of common stock on a one-for-one basis.

3. Including this grant, this includes an aggregate of 2,830 shares of common stock issuable pursuant to previously reported restricted stock units that have not vested.

4. This option vests in full on the first anniversary of the date of grant, or if earlier, the date of the next regular annual meeting of the Company's stockholders or upon change of control (as defined in the option plan).

Remarks:

/s/ Elizabeth Feeney, Attorney-In-Fact 06/14/2024

** 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.