

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **November 24, 2009**

INCYTE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation)

0-27488
(Commission File Number)

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

**Experimental Station
Route 141 & Henry Clay Road
Building E336
Wilmington, DE**
(Address of principal executive offices)

19880
(Zip Code)

(302) 498-6700
(Registrant's telephone number,
including area code)

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the Special Meeting of Stockholders of Incyte Corporation (the "Company") held on November 24, 2009 (the "Special Meeting"), the Company's stockholders approved an amendment to the Company's Restated Certificate of Incorporation to increase the number of shares of common stock authorized for issuance from 200,000,000 shares to 400,000,000 shares. Following the Special Meeting, the Company filed a Certificate of Amendment of the Restated Certificate of Incorporation of the Company (the "Certificate of Amendment") with the Secretary of State of the State of Delaware to amend the Company's Restated Certificate of Incorporation to effect the increase in the number of authorized shares of the Company's common stock. The Certificate of Amendment, which became effective upon filing, is attached hereto as Exhibit 3.1.

On November 25, 2009, the Company filed a Certificate of Elimination of the Certificate of Designation of Series A Preferred Stock of the Company (the "Certificate of Elimination") with the Secretary of State of the State of Delaware relating to the Certificate of Designation of Series A Preferred Stock of the Company, which had originally been filed by the Company with the Secretary of State of the State of Delaware on September 29, 2009 (the "Certificate of Designation"). The Certificate of Elimination had the effect of eliminating from the Company's Restated Certificate of Incorporation all matters set forth in the Certificate of Designation. The Certificate of Elimination, which became effective upon filing, is attached hereto as Exhibit 3.2.

Item 9.01 Financial Statements and Exhibits.

(d) **Exhibits**

- 3.1 Certificate of Amendment of the Restated Certificate of Incorporation of the Company.
- 3.2 Certificate of Elimination of the Certificate of Designation of Series A Preferred Stock of the Company.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 25, 2009

INCYTE CORPORATION

By: _____
/s/ Patricia A. Schreck
Patricia A. Schreck
Executive Vice President and
General Counsel

CERTIFICATE OF AMENDMENT
OF THE
RESTATED CERTIFICATE OF INCORPORATION
OF INCYTE CORPORATION

Incyte Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST: The name of the corporation is Incyte Corporation.

SECOND: At a meeting of the Board of Directors of Incyte Corporation, resolutions were duly adopted declaring the advisability of the amendment to the Restated Certificate of Incorporation of the corporation to amend and restate Paragraph A of Article IV of such Restated Certificate of Incorporation to read in its entirety as follows:

“A. Classes of Stock. The total number of shares of all classes of capital stock which the corporation shall have authority to issue is four hundred five million (405,000,000), of which four hundred million (400,000,000) shares of the par value of one-tenth of one cent (\$.001) each shall be Common Stock (the “Common Stock”) and five million (5,000,000) shares of the par value of one-tenth of one cent (\$.001) each shall be Preferred Stock (the “Preferred Stock”). The number of authorized shares of Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the then outstanding shares of Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such Preferred Stock holders is required pursuant to the provisions established by the Board of Directors of this Corporation (the “Board of Directors”) in the resolution or resolutions providing for the issue of such Preferred Stock, and if such holders of such Preferred Stock are so entitled to vote thereon, then, except as may otherwise be set forth in this Restated Certificate of Incorporation, the only stockholder approval required shall be the affirmative vote of a majority of the combined voting power of the Common Stock and the Preferred Stock so entitled to vote.”

THIRD: That thereafter, pursuant to resolution of its Board of Directors, a meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

FOURTH: This Certificate of Amendment of the Restated Certificate of Incorporation was duly adopted at said meeting of the stockholders in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Incyte Corporation has caused this Certificate of Amendment to be signed by its Executive Vice President and Chief Financial Officer as of November 24, 2009.

INCYTE CORPORATION

By: /s/ David C. Hastings
David C. Hastings
Executive Vice President and
Chief Financial Officer

**CERTIFICATE OF ELIMINATION
OF THE
CERTIFICATE OF DESIGNATION OF
SERIES A PREFERRED STOCK
OF INCYTE CORPORATION**

Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware, Incyte Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: The name of the Corporation is Incyte Corporation. The date on which the Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware is April 8, 1991 and the original name of the Corporation was INCYTE Pharmaceuticals, Inc.

SECOND: The Corporation filed on September 29, 2009 with the Secretary of State of the State of Delaware a Certificate of Designation of Series A Preferred Stock designating the powers, preferences and rights of the Corporation's Series A Preferred Stock.

THIRD: Pursuant to the authority conferred upon the Board of Directors of the Corporation by the Corporation's Restated Certificate of Incorporation, and acting in accordance with the provisions of General Corporation Law of the State of Delaware, the Board of Directors adopted the following resolutions:

RESOLVED, that none of the authorized shares of the Corporation's Series A Preferred Stock are outstanding, and that none will be issued subject to the Certificate of Designation of Series A Preferred Stock previously filed with respect to such shares; and

RESOLVED FURTHER, that the proper officers of the Corporation be, and they hereby are, authorized and directed to take all such actions as they may deem necessary or advisable in order to file a certificate with the Secretary of State of the State of Delaware to eliminate all provisions set forth in the Certificate of Designation of Series A Preferred Stock pursuant to Section 151(g) of the General Corporation Law of the State of Delaware.

FOURTH: That all provisions set forth in the Certificate of Designation of Series A Preferred Stock are hereby eliminated.

IN WITNESS WHEREOF, Incyte Corporation has caused this Certificate of Elimination to be signed by its Executive Vice President and Chief Financial Officer as of November 25, 2009.

INCYTE CORPORATION

By: /s/ David C. Hastings
David C. Hastings
Executive Vice President and
Chief Financial Officer
