

INCYTE CORP
Form POS AM
October 01, 2008

As filed with the Securities and Exchange Commission on October 1, 2008.

Registration No. 333-138866

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

to

FORM S-3

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

INCYTE CORPORATION

(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.)

Incyte Corporation
Experimental Station
Route 141 & Henry Clay Road
Building E336
Wilmington, DE 19880
(302) 498-6700

(Address, Including Zip Code, and Telephone Number, Including Area Code, of registrant's Principal Executive Offices)

Paul A. Friedman
President and Chief Executive Officer
Incyte Corporation
Experimental Station
Route 141 & Henry Clay Road
Building E336
Wilmington, DE 19880
(302) 498-6700

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

With copy to:
Stanton D. Wong
Pillsbury Winthrop Shaw Pittman LLP
P.O. Box 7880

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San Francisco, CA 94120

Telephone: (415) 983-1000

DEREGISTRATION OF UNSOLD SECURITIES

On November 21, 2006, Incyte Corporation (the Company) filed its registration statement on Form S-3 (File No. 333-138866) (the Registration Statement) covering \$151,800,000 aggregate principal amount of 3½% Convertible Subordinated Notes due 2011 (the Notes) and the 13,531,224 shares of the Company's common stock, \$.001 par value (Common Stock), issuable upon conversion of such Notes to be sold by certain selling securityholders of the Company. On December 8, 2006, the Securities and Exchange Commission (the Commission) declared the Registration Statement effective.

Pursuant to Rule 477 promulgated under the Securities Act of 1933 and the Company's undertaking in Item 17 of Part II of this Registration Statement, the Company respectfully requests that the Commission withdraw the Registration Statement, including all amendments and exhibits thereto, with respect to the unsold portion of securities registered thereon. The Registration Statement was filed in order to register the Notes issued to purchasers in a private placement in September 2006 and the shares of Common Stock into which the Notes are convertible.

The Company is requesting the withdrawal of the Registration Statement because, pursuant to the terms of the Registration Rights Agreement between the Company and the initial purchaser of the Notes, the Company's obligations to maintain the effectiveness of the Registration Statement under the Registration Rights Agreement have expired.

The Company hereby de-registers the Notes, and shares of its Common Stock into which the Notes are convertible, registered pursuant to the Registration Statement that remain unsold thereunder.

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-3, and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmington, State of Delaware, on October 1, 2008.

INCYTE CORPORATION

By: */s/ David C. Hastings*
 David C. Hastings
 Executive Vice President and
 Chief Financial Officer
 (Principal Financial Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement on Form S-3 has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|-----------------|
| * Paul A. Friedman | President and Chief Executive Officer (Principal Executive Officer) and Director | October 1, 2008 |
| <i>/s/ David C. Hastings</i> David C. Hastings | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | October 1, 2008 |
| * Laurent Chardonnet | Vice President, Finance and Treasurer (Principal Accounting Officer) | October 1, 2008 |
| * Richard U. DeSchutter | Chairman | October 1, 2008 |
| * Barry M. Ariko | Director | October 1, 2008 |
| * Julian C. Baker | Director | October 1, 2008 |
| * Paul A. Brooke | Director | October 1, 2008 |
| * Matthew W. Emmens | Director | October 1, 2008 |

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Signature

Title

Date

John F. Niblack

Director

Roy A. Whitfield

Director

*By /s/ David C. Hastings
David C. Hastings
As Attorney in Fact