INCYTE CORP Form 8-K July 29, 2008

## **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): July 29, 2008

# **INCYTE CORPORATION**

(Exact name of registrant as specified in its charter)

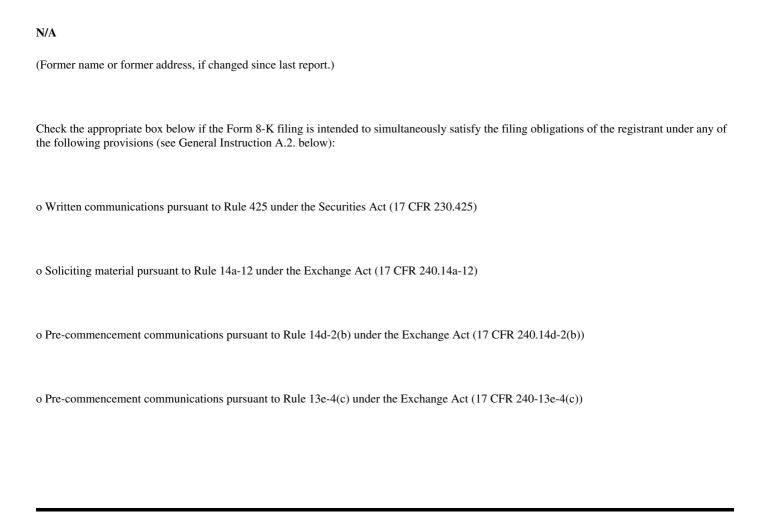
Delaware 0-27488 94-3136539

(State or Other Jurisdiction of (Commission File Number) (I.R.S. Employer Incorporation) Identification No.)

Experimental Station
Route 141 & Henry Clay Road
Building E336
Wilmington, DE 19880
(Address of principal executive offices) (Zip Code)

(302) 498-6700

(Registrant s telephone number, including area code)



### Item 2.02 Results of Operations and Financial Condition.

On July 29, 2008, Incyte Corporation (the Company ) issued a press release announcing financial results for its fiscal quarter ended June 30, 2008. The full text of the press release is furnished as Exhibit 99.1.

#### Item 8.01 Other Events.

On July 29, 2008, the Board of Directors (the Board ) of the Company approved a form of amendment to the Company s stockholder rights plan. The stockholder rights plan is evidenced by a Rights Agreement, dated as of September 25, 1998 (the Rights Agreement ), and the amendment would increase the threshold of beneficial ownership of the Company s securities necessary to cause investors to become Acquiring Persons and thereby trigger the occurrence of a Distribution Date under the Rights Agreement from 15% to 20%. The Board has legated authority to the Finance Committee of the Board to effect the amendment, with the intention that the amendment would become effective in connection with an offering of the Company s common stock. There can be no assurance that the Company will effect an offering of its common stock. If no such offering is effected, then the Rights Agreement would not be amended. The Rights Agreement expires on September 25, 2008.

#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release issued by Incyte Corporation dated July 29, 2008.

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: July 29, 2008

INCYTE CORPORATION

By:

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