

INCYTE CORP
Form 8-K
May 27, 2016

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): **May 27, 2016**

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.)

1801 Augustine Cut-Off
Wilmington, DE
(Address of principal executive offices)

19803
(Zip Code)

(302) 498-6700

(Registrant's telephone number,
including area code)

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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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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For	Against	Abstain	Broker Non-Votes
133,072,883	25,190,363	108,606	12,433,225

3. The amendment to the Company's 1997 Employee Stock Purchase Plan was approved.

For	Against	Abstain	Broker Non-Votes
156,920,688	1,338,539	112,625	12,433,225

4. The compensation of the Company's named executive officers was approved, on a non-binding advisory basis.

For	Against	Abstain	Broker Non-Votes
153,278,264	4,853,491	240,097	12,433,225

5. The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2016 fiscal year was ratified.

For	Against	Abstain
168,437,786	2,212,029	155,262

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

10.1 Incyte Corporation Amended and Restated 2010 Stock Incentive Plan, as amended.

10.2 1997 Employee Stock Purchase Plan of Incyte Corporation, as amended.

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: May 27, 2016

INCYTE CORPORATION

By:

/s/ Eric H. Siegel
Eric H. Siegel
Executive Vice President and
General Counsel

EXHIBIT INDEX

Exhibit No.	Description
10.1	Incyte Corporation Amended and Restated 2010 Stock Incentive Plan, as amended.
10.2	1997 Employee Stock Purchase Plan of Incyte Corporation, as amended.