

INCYTE CORP  
Form 3  
November 03, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Wenqing Yao                               |         | (Month/Day/Year)                     | INCYTE CORP [INCY]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 10/22/2014                           |  |  |
| 1801 AUGUSTINE CUT-OFF                    |         |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| WILMINGTON, DE 19803                      |         |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City)                                    | (State) | (Zip)                                | Ex VP Discovery Medicinal Chem   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 36,294 <sup>(1)</sup>                                    | D   | W  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable      Expiration Date                       | Title      Amount or Number of   |  |  |  |

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|   |       |            |              | Shares |          | (I)<br>(Instr. 5) |   |
|---|-------|------------|--------------|--------|----------|-------------------|---|
| Non-Qualified Stock Option (right to buy) | Â (2) | 01/24/2018 | Common Stock | 7,850  | \$ 14.72 | D                 | Â |
| Incentive Stock Option (right to buy)     | Â (3) | 01/18/2019 | Common Stock | 3,512  | \$ 17.79 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 01/18/2019 | Common Stock | 63,354 | \$ 17.79 | D                 | Â |
| Incentive Stock Option (right to buy)     | Â (4) | 02/08/2020 | Common Stock | 7,458  | \$ 18.32 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 02/08/2020 | Common Stock | 62,542 | \$ 18.32 | D                 | Â |
| Incentive Stock Option (right to buy)     | Â (5) | 01/20/2021 | Common Stock | 905    | \$ 64.55 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | Â (5) | 01/20/2021 | Common Stock | 15,648 | \$ 64.55 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| Wenqing Yao<br>1801 AUGUSTINE CUT-OFF<br>WILMINGTON, DE 19803 | Â             | Â         | Â Ex VP Discovery Medicinal Chem | Â     |

## Signatures

/s/ Wenqing Yao                      11/03/2014  
 \*\*Signature of                              Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Includes 10,193 shares underlying restricted stock units ("RSUs") that will vest in full on April 8, 2017, subject to Dr. Yao's continued service with the Issuer through such vesting date. The RSUs may be settled only for shares of common stock on a one-for-one basis.
  - (2) Beginning January 25, 2011, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
  - (3) Beginning January 19, 2012, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
  - (4) Beginning February 9, 2013, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
  - (5) Beginning January 21, 2014, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.