

INCYTE CORP  
Form 8-K  
June 04, 2012

**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 30, 2012**

**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)

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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):

- ☐ 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))
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**Item 5.02** **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At the Annual Meeting of Stockholders of Incyte Corporation (the "Company"), held on May 30, 2012 (the "Annual Meeting"), the Company's stockholders approved an increase in the number of shares of common stock authorized for issuance under the Company's 2010 Stock Incentive Plan by 4,000,000 shares, from 12,553,475 shares to 16,553,475 shares. A copy of the Company's 2010 Stock Incentive Plan, as amended, is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

**Item 5.07** **Submission of Matters to a Vote of Security Holders.**

The following actions were taken at the Annual Meeting:

1. The following Directors were elected:

	<b>For</b>	<b>Withheld</b>
Richard U. De Schutter	103,501,419	1,091,117
Barry M. Ariko	103,552,988	1,039,548
Julian C. Baker	103,477,932	1,114,604
Paul A. Brooke	103,395,711	1,196,825
Paul A. Friedman	103,851,524	741,012
Wendy L. Dixon	102,562,345	2,030,191
Roy A. Whitfield	68,310,093	36,282,443

2. The amendment of the Company's 2010 Stock Incentive Plan was approved.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
79,336,806	25,078,311	117,419	10,889,661

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

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For	Against	Abstain
103,223,681	1,137,045	231,810

4. The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2012 fiscal year was approved.

For	Against	Abstain
114,606,717	829,367	46,113

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

10.1 Incyte Corporation 2010 Stock Incentive Plan, 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: June 4, 2012

INCYTE CORPORATION

By:

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