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

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**Form 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 5, 2017**

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**Intra-Cellular Therapies, Inc.**

(Exact name of registrant as specified in its charter)

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**Commission File Number: 001-36274**

**Delaware**  
(State or other jurisdiction  
of incorporation)

**36-4742850**  
(IRS Employer  
Identification No.)

**430 East 29th Street**  
**New York, New York 10016**  
(Address of principal executive offices, including zip code)

**(646) 440-9333**  
(Registrant's telephone number, including area code)

**Not applicable**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**ITEM 8.01 Other Events.**

On October 5, 2017, Intra-Cellular Therapies, Inc. (the “Company”) issued a press release (the “Closing Press Release”) announcing that the underwriters of its previously announced public offering of 9,677,419 shares of its common stock at a public offering price of \$15.50 per share have exercised in full their option to purchase an additional 1,451,613 shares. The Company sold an aggregate of 11,129,032 shares of its common stock with net proceeds to the Company of approximately \$162 million, after deducting underwriting discounts and commissions and estimated offering expenses. The closing of the sale of 9,677,419 shares was completed on October 2, 2017 and the closing of the sale of 1,451,613 shares pursuant to the full exercise by the underwriters of their option to purchase additional shares was completed on October 5, 2017.

The Company’s Closing Press Release is filed as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

**ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press release dated October 5, 2017.</a>

**SIGNATURES**

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.

**INTRA-CELLULAR THERAPIES, INC.**

By: /s/ Lawrence J. Hinline  
Lawrence J. Hinline  
Vice President of Finance and Chief  
Financial Officer

Date: October 5, 2017

**Intra-Cellular Therapies Announces Full Exercise of Underwriters' Option to Purchase Additional Shares of Common Stock**

NEW YORK, October 5, 2017 (GLOBE NEWSWIRE) — Intra-Cellular Therapies, Inc. (Nasdaq: ITCI), a biopharmaceutical company, today announced that the underwriters of its previously announced underwritten public offering of 9,677,419 shares of its common stock at a public offering price of \$15.50 per share have exercised in full their option to purchase an additional 1,451,613 shares. All of the shares in the offering were sold by Intra-Cellular Therapies, with gross proceeds to Intra-Cellular of approximately \$172 million from the offering of an aggregate of 11,129,032 shares and net proceeds of approximately \$162 million, after deducting underwriting discounts and commissions and estimated offering expenses. The closing of the sale of 9,677,419 shares was completed on October 2, 2017 and the closing of the sale of 1,451,613 shares pursuant to the full exercise by the underwriters of their option to purchase additional shares was completed on October 5, 2017.

J.P. Morgan Securities LLC and Leerink Partners LLC acted as joint book-running managers for the offering. Cantor Fitzgerald & Co. acted as lead manager for the offering and Canaccord Genuity Inc., BTIG, LLC and Ladenburg Thalmann & Co. Inc. acted as co-managers for the offering.

The public offering was made pursuant to a shelf registration statement on Form S-3 that was previously filed with and declared effective by the Securities and Exchange Commission ("SEC"). A final prospectus supplement and the accompanying prospectus describing the terms of the offering has been filed with the SEC and is available on the SEC's website located at <http://www.sec.gov>, and may be obtained from J.P. Morgan Securities LLC, Attention: Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, telephone: 1-866-803-9204 or email: [prospectus-req@jpmchase.com](mailto:prospectus-req@jpmchase.com), or Leerink Partners LLC, Attention: Syndicate Department, One Federal Street, 37th Floor, Boston, MA, 02110, or by e-mail at [Syndicate@Leerink.com](mailto:Syndicate@Leerink.com), or by phone at 800-808-7525, ext. 6132.

This press release shall not constitute an offer to sell, or a solicitation of an offer to buy, nor will there be any sale of these securities in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

**About Intra-Cellular Therapies**

Intra-Cellular Therapies is developing novel drugs for the treatment of neuropsychiatric and neurodegenerative diseases and diseases of the elderly, including Parkinson's and Alzheimer's disease. The Company is developing its lead drug candidate, lumateperone (also known as ITI-007), for the treatment of schizophrenia, bipolar disorder, behavioral disturbances in patients with dementia, including Alzheimer's disease, depression and other neuropsychiatric and neurological disorders. Lumateperone, a first-in-class molecule, is in Phase 3 clinical development for the treatment of schizophrenia, bipolar depression and agitation associated with dementia, including Alzheimer's disease. The Company is also utilizing its phosphodiesterase (PDE) platform and other proprietary chemistry platforms to develop drugs for the treatment of CNS and other disorders. The lead molecule in the Company's PDE1 portfolio, ITI-214, is in development for the treatment of symptoms associated with Parkinson's disease.

**Contact**

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