

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MARCUS JOEL S</u> (Last) (First) (Middle) <u>C/O ALEXANDRIA REAL ESTATE EQUITIES, INC.</u> <u>385 EAST COLORADO BOULEVARD, SUITE 299</u> (Street) <u>PASADENA CA 91101</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Intra-Cellular Therapies, Inc. [ITCI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/26/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/26/2017		M		20,000	A	\$3.26	41,671	D	
Common Stock	01/26/2017		M		12,500	A	\$3.26	54,171	D	
Common Stock	01/26/2017		M		12,500	A	\$2.84	66,671	D	
Common Stock	01/26/2017		M		12,500	A	\$2.74	79,171	D	
Common Stock	01/26/2017		M		12,500	A	\$2.74	91,671	D	
Common Stock	01/26/2017		M		12,500	A	\$1.5	104,171	D	
Common Stock	01/26/2017		M		12,500	A	\$1.5	116,671	D	
Common Stock	01/30/2017		G ⁽¹⁾		95,000	D	\$0.00	21,671	D	
Common Stock	01/30/2017		G ⁽¹⁾		95,000	A	\$0.00	110,742	I	Held by the Joel S. Marcus and Barbara A. Marcus Family Trust
Common Stock								47,425	I	See Footnote ⁽²⁾
Common Stock								1,143,731	I	See Footnote ⁽³⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$3.26	01/26/2017		M			20,000	(4)	06/21/2023	Common Stock	20,000	\$0.00	0	D	
Stock Option (right to buy)	\$3.26	01/26/2017		M			12,500	(4)	06/21/2023	Common Stock	12,500	\$0.00	0	D	
Stock Option (right to buy)	\$2.84	01/26/2017		M			12,500	(4)	05/01/2022	Common Stock	12,500	\$0.00	0	D	
Stock Option (right to buy)	\$2.74	01/26/2017		M			12,500	(4)	12/22/2020	Common Stock	12,500	\$0.00	0	D	
Stock Option (right to buy)	\$2.74	01/26/2017		M			12,500	(4)	06/11/2020	Common Stock	12,500	\$0.00	0	D	
Stock Option (right to buy)	\$1.5	01/26/2017		M			12,500	(4)	12/19/2018	Common Stock	12,500	\$0.00	0	D	
Stock Option (right to buy)	\$1.5	01/26/2017		M			12,500	(4)	12/13/2017	Common Stock	12,500	\$0.00	0	D	

Explanation of Responses:

- On January 30, 2017, the aggregate of 95,000 shares of common stock acquired by Mr. Marcus upon the exercise of stock options was transferred for no consideration to the Joel S. Marcus and Barbara A. Marcus Family Trust.
- Consists of shares of common stock held by Alexandria Real Estate Equities, Inc. of which Mr. Marcus is the Chairman, CEO and Founder. As an officer of Alexandria Real Estate Equities, Inc., Mr. Marcus may be deemed to have voting and investment power with respect to the shares owned by Alexandria Real Estate Equities, Inc. Mr. Marcus disclaims beneficial ownership of the shares held by Alexandria Real Estate Equities, Inc., except to the extent of his underlying pecuniary interest therein.
- Consists of shares of common stock held by Alexandria Equities, LLC. Mr. Marcus is the Chairman, CEO and Founder of Alexandria Real Estate Equities, Inc., which is the managing member of Alexandria Equities, LLC, which has full voting and investment power with respect to the shares owned by Alexandria Equities, LLC. As an officer of Alexandria Real Estate Equities, Inc., Mr. Marcus may be deemed to have voting and investment power with respect to the shares owned by Alexandria Equities, LLC. Mr. Marcus disclaims beneficial ownership of the shares held by Alexandria Equities, LLC, except to the extent of his underlying pecuniary interest therein.
- All shares underlying this option have vested.

Remarks:

/s/ Lawrence J. Hinline 01/30/2017
Attorney-in-fact

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.