

**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): June 21, 2021**

**Intra-Cellular Therapies, Inc.**

(Exact name of registrant as specified in its charter)

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)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock</b>	<b>ITCI</b>	<b>The Nasdaq Global Select Market</b>

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 21, 2021, Intra-Cellular Therapies, Inc. (the “Company”) filed a Certificate of Amendment to its Restated Certificate of Incorporation with the Secretary of State of the State of Delaware to increase the number of authorized shares of the Company’s common stock from 100,000,000 to 175,000,000 shares (the “Charter Amendment”).

As disclosed in Item 5.07 of this Current Report on Form 8-K, the Charter Amendment was approved by the Company’s stockholders at the 2021 Annual Meeting of Stockholders held on June 21, 2021. The foregoing description of the Charter Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Charter Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated in this Item 5.03 by reference.

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

(a) On June 21, 2021, the Company held its 2021 Annual Meeting of Stockholders. Of 81,199,538 shares of common stock issued and outstanding and eligible to vote as of the record date of April 28, 2021, a quorum of 69,993,730 shares, or 86.20% of the eligible shares, was present or represented by proxy.

(b) The following actions were taken at such meeting:

1. The following nominees were reelected to serve on the Company's Board of Directors as Class 2 Directors until the Company's 2024 annual meeting of stockholders and until their successors are duly elected and qualified, based on the following votes:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Sir Michael Rawlins, M.D., FRCP, FMedSci	62,424,611	141,990	7,427,129
Joel S. Marcus	39,824,940	22,741,661	7,427,129

2. Approval of the Charter Amendment, based on the following results:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
67,497,527	2,481,221	14,982	0

3. The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021 was ratified, based on the following results:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
69,711,275	241,211	41,244	0

4. On an advisory basis, the compensation of the Company's named executive officers as disclosed in the proxy statement was approved, based on the following votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
59,417,585	3,024,206	124,810	7,427,129

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**ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
3.1	<a href="#"><u>Certificate of Amendment to the Restated Certificate of Incorporation of the Registrant, filed with the Secretary of State of the State of Delaware on June 21, 2021</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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

Senior Vice President of Finance, Chief Financial  
Officer, Treasurer and Assistant Secretary

Date: June 22, 2021

**CERTIFICATE OF AMENDMENT**  
**OF**  
**RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**INTRA-CELLULAR THERAPIES, INC.**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Intra-Cellular Therapies, Inc.
2. The Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on November 7, 2013 (the "Restated Certificate").
3. The first paragraph of Section A of Article FOURTH of the Restated Certificate is deleted in its entirety and amended and restated in its entirety to read as follows:

"The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 205,000,000 shares, consisting of 200,000,000 shares of common stock, par value \$0.0001 per share (the "Common Stock"), and 5,000,000 shares of preferred stock, par value \$0.0001 per share (the "Preferred Stock")."

4. The amendment of the Restated Certificate herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

*[Remainder of Page Intentionally Left Blank]*

Signed this 21st day of June, 2021.

/s/ Sharon Mates, Ph.D.

Name: Sharon Mates, Ph.D.

Title: Chairman, President and Chief Executive Officer