

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

INTRA-CELLULAR THERAPIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

36-4742850
(I.R.S. Employer
Identification No.)

430 East 29th Street
New York, New York 10016
(646) 440-9333
(Address, including zip code, of principal executive offices)

**INTRA-CELLULAR THERAPIES, INC.
2018 EQUITY INCENTIVE PLAN**
(Full Title of the Plan)

Michael I. Halstead
Senior Vice President, General Counsel and Secretary
Intra-Cellular Therapies, Inc.
430 East 29th Street
New York, New York 10016
(646) 440-9333
(Name, address and telephone number, including area code, of agent for service)

Copies to:

William C. Hicks, Esq.
Megan N. Gates, Esq.
John P. Condon, Esq.
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
One Financial Center
Boston, Massachusetts 02111
(617) 542-6000
Facsimile: (617) 542-2241

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Emerging growth company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	9,762,385 shares	\$20.24 – 20.39	\$197,599,672.42	\$24,601.16

- (1) The number of shares of common stock, par value \$0.0001 per share (“Common Stock”), of Intra-Cellular Therapies, Inc. (the “Registrant”), stated above consists of the aggregate number of shares which may be sold (i) upon the exercise of options which have been granted under the Registrant’s 2018 Equity Incentive Plan (the “2018 Plan”) (60,000 shares), (ii) upon the vesting of restricted stock units which have been granted under the 2018 Plan (28,378 shares), and (iii) upon the exercise of options or issuance of stock-based awards which may hereafter be granted under the 2018 Plan (9,674,007 shares). The maximum number of shares which may be sold upon the exercise of such options or issuance of stock-based awards granted under the 2018 Plan is subject to adjustment in accordance with certain anti-dilution and other provisions of the 2018 Plan. Accordingly, pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement covers, in addition to the number of shares stated above, an indeterminate number of shares which may be subject to grant or otherwise issuable after the operation of any such anti-dilution and other provisions.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) promulgated under the Securities Act. The offering price per share and the aggregate offering price (a) for outstanding options granted under the 2018 Plan are based upon the weighted-average exercise price of such outstanding options, and (b) for outstanding restricted stock units granted under the 2018 Plan or shares reserved for future grant or issuance under the 2018 Plan are based on the average of the high and the low price of Registrant’s Common Stock as reported on The Nasdaq Global Select Market, as of a date (June 19, 2018) within five business days prior to filing this Registration Statement. The chart below details the calculations of the registration fee:

Securities	Number of Shares	Offering Price Per Share (2)	Aggregate Offering Price
Shares issuable upon the exercise of outstanding options granted under the 2018 Plan	60,000 (3)	\$20.39 (2)(a)	\$1,223,400.00
Shares issuable upon the vesting of outstanding restricted stock units granted under the 2018 Plan	28,378 (3)	\$20.24 (2)(b)	\$574,370.72
Shares reserved for future grant under the 2018 Plan	9,674,007 (3)	\$20.24 (2)(b)	\$195,801,901.70
Proposed Maximum Aggregate Offering Price			\$197,599,672.42
Registration Fee			\$24,601.16

- (3) Consists of (i) 4,750,000 shares of Common Stock, (ii) 642,915 shares of Common Stock that were available for grant under the Registrant’s Amended and Restated 2013 Equity Incentive Plan (the “2013 Plan”) as of the effective date of the 2018 Plan, and (iii) 4,369,470 shares of Common Stock subject to outstanding stock awards granted under the 2013 Plan or the Registrant’s 2003 Equity Incentive Plan (the “2003 Plan”) that may become available for issuance under the 2018 Plan.

EXPLANATORY NOTE

This Registration Statement registers an aggregate of 9,762,385 shares of the Registrant’s common stock reserved under the Registrant’s 2018 Equity Incentive Plan (the “2018 Plan”), consisting of (i) 4,750,000 shares of Common Stock, (ii) 642,915 shares of Common Stock that were available for grant under the Registrant’s Amended and Restated 2013 Equity Incentive Plan (the “2013 Plan”) as of the effective date of the 2018 Plan, and (iii) 4,369,470 shares of Common Stock subject to outstanding stock awards granted under the 2013 Plan or the Registrant’s 2003 Equity Incentive Plan (the “2003 Plan”) that may become available for issuance under the 2018 Plan, as such shares become available from time to time. This Registration Statement registers additional securities of the same class as other securities for which a registration statement filed on Form S-8 of the Registrant relating to an employee benefit plan is effective (SEC File No. 333-193310). The information contained in the Registrant’s registration statement on Form S-8 (SEC File No. 333-193310) is hereby incorporated by reference pursuant to General Instruction E of Form S-8.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference herein from Form or Schedule	Filing Date	SEC File/Reg. Number
4.1	Restated Certificate of Incorporation of the Registrant, as filed with the Secretary of State of the State of Delaware on November 7, 2013.		S-1/A (Exhibit 3.1)	11/26/13	333-191238
4.2	Restated Bylaws of the Registrant.		8-K (Exhibit 3.5)	9/5/2013	000-54896
4.3	Form of common stock certificate.		8-K (Exhibit 4.1)	9/5/2013	000-54896
4.4	.1 Warrant to Purchase Common Stock dated April 19, 2013 issued to Alzheimer Drug Discovery Foundation, Inc.		8-K (Exhibit 4.2.1)	9/5/2013	000-54896
	.2 Amendment dated August 29, 2013 to Warrant to Purchase Common Stock dated April 19, 2013 issued to Alzheimer Drug Discovery Foundation, Inc.		8-K (Exhibit 4.2.2)	9/5/2013	000-54896
5.1	Opinion of Mintz, Levin, Cohn, Glovsky and Popeo, P.C.	X			
23.1	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in opinion of counsel filed as Exhibit 5.1).	X			
23.2	Consent of Ernst & Young LLP.	X			
24.1	Power of Attorney to file future amendments (set forth on the signature page of this Registration Statement).				
99.1	2018 Equity Incentive Plan.		8-K (Exhibit 10.1)	6/21/2018	001-36274
99.2	Form of Stock Option Agreement under the 2018 Equity Incentive Plan.		8-K (Exhibit 10.2)	6/21/2018	001-36274

99.3	<u>Form of Director Stock Option Agreement under the 2018 Equity Incentive Plan.</u>	8-K (Exhibit 10.3)	6/21/2018	001-36274
99.4	<u>Form of Restricted Stock Unit Agreement under the 2018 Equity Incentive Plan.</u>	8-K (Exhibit 10.4)	6/21/2018	001-36274
99.5	<u>Form of Director Restricted Stock Unit Agreement under the 2018 Equity Incentive Plan.</u>	8-K (Exhibit 10.5)	6/21/2018	001-36274

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York on June 21, 2018.

INTRA-CELLULAR THERAPIES, INC.

By /s/ Sharon Mates, Ph.D.
Sharon Mates, Ph.D.
Chairman, President and Chief Executive Officer

Each person whose signature appears below constitutes and appoints Sharon Mates, Ph.D., Lawrence J. Hineine and Michael I. Halstead, and each of them singly, her or his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for her or him and in her or his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Intra-Cellular Therapies, Inc., and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as she or he might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sharon Mates, Ph.D.</u> Sharon Mates, Ph.D.	Chairman, President and Chief Executive Officer (principal executive officer)	June 21, 2018
<u>/s/ Lawrence J. Hineine</u> Lawrence J. Hineine	Vice President of Finance and Chief Financial Officer (principal financial officer and principal accounting officer)	June 21, 2018
<u>/s/ Christopher Alafi, Ph.D.</u> Christopher Alafi, Ph.D.	Director	June 21, 2018
<u>/s/ Richard Lerner, M.D.</u> Richard Lerner, M.D.	Director	June 21, 2018
<u>/s/ Joel S. Marcus</u> Joel S. Marcus	Director	June 21, 2018
<u>/s/ Rory B. Riggs</u> Rory B. Riggs	Director	June 21, 2018
<u>/s/ Robert L. Van Nostrand</u> Robert L. Van Nostrand	Director	June 21, 2018

June 21, 2018

Intra-Cellular Therapies, Inc.
430 East 29th Street
New York, NY 10016

Ladies and Gentlemen:

We have acted as legal counsel to Intra-Cellular Therapies, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-8 (the "Registration Statement"), pursuant to which the Company is registering the issuance under the Securities Act of 1933, as amended (the "Securities Act"), of an aggregate of 9,762,385 shares (the "Shares") of the Company's common stock, \$0.0001 par value per share ("Common Stock"), in accordance with the terms of the Company's 2018 Equity Incentive Plan (the "Plan"). This opinion is being rendered in connection with the filing of the Registration Statement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

In connection with this opinion, we have examined the Company's Restated Certificate of Incorporation and Restated Bylaws, each as currently in effect; such other records of the corporate proceedings of the Company and certificates of the Company's officers as we have deemed relevant; and the Registration Statement and the exhibits thereto.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such copies, and the truth and correctness of any representations and warranties contained therein. In addition, we have assumed that the Company will receive any required consideration in accordance with the terms of the Plan.

Our opinion expressed herein is limited to the General Corporation Law of the State of Delaware and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

BOSTON | LONDON | LOS ANGELES | NEW YORK | SAN DIEGO | SAN FRANCISCO | STAMFORD | WASHINGTON

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Based upon the foregoing, we are of the opinion that the Shares, when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

We understand that you wish to file this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and we hereby consent thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Mintz, Levin, Cohn, Ferris,
Glovsky and Popeo, P.C.

Mintz, Levin, Cohn, Ferris,
Glovsky and Popeo, P.C.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-000000) pertaining to the 2018 Equity Incentive Plan of Intra-Cellular Therapies, Inc. of our reports dated March 1, 2018, with respect to the consolidated financial statements of Intra-Cellular Therapies, Inc. and the effectiveness of internal control over financial reporting of Intra-Cellular Therapies, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Baltimore, MD

June 21, 2018