FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL											
	OMB Number:	3235-0287										
	Estimated average burden											
l	hours per response:	0.5										

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

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

	2. Issuer Name and Ticker or Trading Symbol Intra-Cellular Therapies, Inc. [ITCI]								theck all applic	cable) or	ting Person(s) to Issuer 10% Owner		wner	
	3. Date of Earliest Transaction (Month/Day/Year) 05/11/2020								Officer (give title Other (specify below) below)				specify	
4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
_											ore than	One Repo	orting	
rivativ	e Se	curit	ies Acı	nuired	Die	snosed o	f or Rei	neficia	lly Owned	<u> </u>				
nsaction	2A. Deemed Execution Date,		3. 4. Securitie Transaction Disposed (Code (Instr. 5)			ties Acquired (A) or		5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
				Code	v	Amount	(A) or (D) Price		Transaction	Transaction(s) (Instr. 3 and 4)		(nstr. 4)	
	\perp								11,4	30	I)		
/11/2020	2020			M		25,000	A	\$2.74	97,313			I t	Held by he Lerner Family Frust JAD 1/14/94 ⁽¹⁾	
/11/2020	2020		S ⁽²⁾		3,500	D	\$20.5	93,813		I		Held by he Lerner Family Frust JAD 1/14/94 ⁽¹⁾		
									y Owned	•		•	<u> </u>	
4. Transa Code (action	5. Number				sable and te	7. Title and Amo of Securities Underlying		Derivative Security	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)		Ownership Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)	
Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	or	1					
М			12,500	(4)		06/10/2020	Common Stock	12,500	\$0.00	0		D		
М			12,500	(4)		12/21/2020	Common Stock	12,500	\$0.00	0		D		
	3. 05 4. 4. vinsaction th/Day/Ye //11/2020 //11/2020 //11/2020 //11/2020 //11/2020 //11/2020 //11/2020 //11/2020 //11/2020 //11/2020 //11/2020	3. Date of O5/11/2 4. If Ame erivative Security/Day/Year) (11/2020 (11/2	3. Date of Earli 05/11/2020 4. If Amendment 4. If Amendment 2A. Deer Execution Execution growth/Day/Year) (Month/l) 4. Transaction code (Instr. 8) 4. Transaction code (Instr. 8) 4. Transaction code (Instr. 8) Code V (A) M	3. Date of Earliest Trans 05/11/2020 4. If Amendment, Date of Execution Date, if any (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 211/2020 22. Deemed Execution Date, if any (Month/Day/Year) 24. Transaction Code (Instr. 8) 4. Transaction Code (Instr. 8) 4. Transaction Code (Instr. 3, 4 and 5) Code V (A) (D) M 12,500	3. Date of Earliest Transaction (No5/11/2020 4. If Amendment, Date of Original And Insaction (Month/Day/Year) 2A. 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Securities Acquired, Disposed of, or Beneficial Instruction Date (Month/Day/Year) 10. Securities Acquired (A) or Disposed of, or Beneficial Instruction Date (Month/Day/Year) 11. Title and Amount of Securities (Month/Day/Year) 12. Source Expiration Date (Month/Day/Year) 12. Source Date Expiration Date (Instr. 3 and 4) 12. Source Date Expiration Date (Instr. 3 and 4) 12. Source Date (A) or Date (Instr. 3 and 4) 12. Source Date (A) or Date (Instr. 3 and 4) 12. Source Date (A) or Date (Instr. 3 and 4) 12. Source Date (A) or Date (Instr. 3 and 4) 12. Source Date (A) or Date (Instr. 3 and 4) 12. Source Date (Instr. 3 and 4) 13. Date (Instr. 3 and 4) 14. Securities Acquired (A) or Date (Instr. 3 and 4) 15. Source Date (Instr. 3 and 4) 16. Date (Instr. 3 and 4) 17. Date (Instr. 3 and 4) 18. Date (Instr. 3 and 4) 18. Date (Instr. 3 and 4) 19.	3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 4. 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- 1. Dr. Lerner may be deemed to beneficially own securities held by the Lerner Family Trust UAD 11/14/94 (the "Lerner Family Trust"). Dr. Lerner disclaims beneficial ownership of securities held by the Lerner Family Trust except to the extent of his pecuniary interest therein.
- 2. The proceeds from this sale will be used primarily to cover the reporting person's tax liability arising from the exercise of options.
- 3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.50 to \$20.51 inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, on request, full information regarding the number of shares sold at each separate price within the range set forth
- 4. All shares underlying this option have vested.

Remarks:

/s/ Lawrence J. Hineline, Attorney-in-fact

05/13/2020

** 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.