

**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): April 22, 2024

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
Common Stock	ITCI	The Nasdaq Global Select Market

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.

ITEM 8.01 Other Events.

On April 22, 2024, Intra-Cellular Therapies, Inc. (the “Company”) closed its previously announced public offering (the “Public Offering”) of 6,849,316 shares of its common stock, par value \$0.0001 per share (the “Common Stock”), at a public offering price of \$73.00 per share (the “Public Offering Price”), pursuant to an underwriting agreement with J.P. Morgan Securities LLC, Leerink Partners LLC, BofA Securities, Inc., Morgan Stanley & Co. LLC and RBC Capital Markets, LLC, as representatives of the several underwriters named therein (collectively, the “Underwriters”).

The Underwriters exercised their option in full to purchase an additional 1,027,397 shares of Common Stock at the Public Offering Price (the “Underwriters’ Option”) on the same day. The exercise closed on April 24, 2024. The net proceeds to the Company in the Public Offering, including the exercise of the Underwriters’ Option, after deducting underwriting discounts and commissions and estimated offering expenses payable by the Company, is approximately \$543.0 million.

A copy of the press release issued by the Company announcing the closing of the Public Offering and the closing of the exercise of the Underwriters’ Option 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**

Exhibit Number	Description
99.1	Press Release of Intra-Cellular Therapies, Inc., dated April 24, 2024.
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: April 24, 2024

Intra-Cellular Therapies Announces Closing of \$575 Million Public Offering Including Full Exercise of Underwriters' Option to Purchase Additional Shares

NEW YORK, April 24, 2024 (GLOBE NEWSWIRE) — Intra-Cellular Therapies, Inc. (Nasdaq: ITCI) (“Intra-Cellular Therapies”), a biopharmaceutical company focused on the development and commercialization of therapeutics for central nervous system (CNS) disorders, today announced that it has completed the sale of an additional 1,027,397 shares of its common stock at a public offering price of \$73.00 per share on April 24, 2024, pursuant to the full exercise of the option granted by Intra-Cellular Therapies to the underwriters in connection with its previously announced public offering of 6,849,316 shares of common stock, which closed on April 22, 2024.

All of the shares in the public offering, including the full exercise of the underwriters' option, were sold by Intra-Cellular Therapies, with gross proceeds to Intra-Cellular Therapies of approximately \$575 million, before deducting underwriting discounts and commissions and offering expenses.

J.P. Morgan, Leerink Partners, BofA Securities, Morgan Stanley and RBC Capital Markets acted as joint book-running managers for the offering. Cantor, Mizuho, Canaccord Genuity and Needham & Company acted as co-managers for the offering.

The public offering was made pursuant to a shelf registration statement on Form S-3 (including a base prospectus) that was previously filed with the Securities and Exchange Commission (the “SEC”) and became effective upon filing. A final prospectus supplement and the accompanying prospectus relating to and describing the terms of the offering have been filed with the SEC and are 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, by telephone at 1-866-803-9204, or by email at prospectus-eq_fi@jpmchase.com; Leerink Partners LLC, Attention: Syndicate Department, 53 State Street, 40th Floor, Boston, MA 02109, (800) 808-7525 ext. 6105, syndicate@leerink.com; BofA Securities, Inc., NC1-022-02-25, 201 North Tryon Street, Charlotte, NC, 28255-0001, Attn: Prospectus Department, Email: dg.prospectus_requests@bofa.com; Morgan Stanley & Co. LLC, Attention: Prospectus Department, 180 Varick Street, 2nd Floor, New York, NY 10014, by email: prospectus@morganstanley.com; or RBC Capital Markets, LLC, Attention: Equity Capital Markets, 200 Vesey Street, 8th Floor, New York, NY 10281, by telephone at (877) 822-4089, or by emailing equityprospectus@rbccm.com.

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 a biopharmaceutical company founded on Nobel prize-winning research that allows us to understand how therapies affect the inner-workings of cells in the body. The company leverages this intracellular approach to develop innovative treatments for people living with complex psychiatric and neurologic diseases.

Contact

Intra-Cellular Therapies, Inc.
Juan Sanchez, M.D.

Vice President, Corporate Communications and Investor Relations
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