

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Mates Sharon</u>			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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President &amp; CEO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/16/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O INTRA-CELLULAR THERAPIES, INC. 430 EAST 29TH STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)			Rule 10b5-1(c) Transaction Indication					
<u>NEW YORK</u>	<u>NY</u>	<u>10016</u>	<input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City)	(State)	(Zip)						

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	01/16/2024		M		75,361	A	\$16.86	1,125,670	D	
Common Stock	01/16/2024		S <sup>(1)</sup>		3,500	D	\$66.38 <sup>(2)</sup>	1,122,170	D	
Common Stock	01/16/2024		S <sup>(1)</sup>		65,979	D	\$67.25 <sup>(3)</sup>	1,056,191	D	
Common Stock	01/16/2024		S <sup>(1)</sup>		5,882	D	\$67.76 <sup>(4)</sup>	1,050,309	D	
Common Stock	01/17/2024		M		48,084	A	\$16.86	1,098,393	D	
Common Stock	01/17/2024		S <sup>(1)</sup>		30,633	D	\$66 <sup>(5)</sup>	1,067,760	D	
Common Stock	01/17/2024		S <sup>(1)</sup>		17,451	D	\$66.66 <sup>(6)</sup>	1,050,309	D	
Common Stock	01/18/2024		M		67,917	A	\$16.86	1,118,226	D	
Common Stock	01/18/2024		S <sup>(1)</sup>		67,597	D	\$65.19 <sup>(7)</sup>	1,050,629	D	
Common Stock	01/18/2024		S <sup>(1)</sup>		320	D	\$66.25 <sup>(8)</sup>	1,050,309	D	

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
Stock Option (right to buy)	\$16.86	01/16/2024		M			75,361	(9)	06/30/2024	Common Stock	75,361	\$0	124,639	D	
Stock Option (right to buy)	\$16.86	01/17/2024		M			48,084	(9)	06/30/2024	Common Stock	48,084	\$0	76,555	D	
Stock Option (right to buy)	\$16.86	01/18/2024		M			67,917	(9)	06/30/2024	Common Stock	67,917	\$0	8,638	D	

Explanation of Responses:

- This sale was effected pursuant to a Rule 10b5-1 trading plan originally adopted by the reporting person on March 14, 2023 and amended on June 9, 2023.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.685 to \$66.68, 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 above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.69 to \$67.68, 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 above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.69 to \$67.92, 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 above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.36 to \$66.3572, 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 above.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.36 to \$67.21, 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 above.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.84 to \$65.82, 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 above.

8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.0143 to \$66.27, 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 above.

9. This option was granted on June 30, 2014 with an exercise price of \$16.86 per share and will expire on June 30, 2024. All shares underlying this option have vested.

/s/ Lawrence J. Hinline,

01/18/2024

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.**