

**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): January 7, 2022**

**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 8.01 Other Events.**

On January 7, 2022, Intra-Cellular Therapies, Inc. (the “Company”) issued a press release (the “Closing Press Release”) announcing that it had closed its previously announced public offering of 9,523,810 shares of its common stock at a public offering price of \$42.00 per share. The Company sold an aggregate of 10,952,381 shares of its common stock, including 1,428,571 additional shares which the underwriters exercised their option in full to purchase, with net proceeds to the Company of approximately \$433.7 million, after deducting underwriting discounts and commissions and estimated offering expenses.

The Company’s Closing Press Release 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**

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release of Intra-Cellular Therapies, Inc., dated January 7, 2022.</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

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Lawrence J. Hinline

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

Date: January 7, 2022

## **Intra-Cellular Therapies Announces Closing of \$460 Million Public Offering Including Full Exercise of Underwriters' Option to Purchase Additional Shares**

NEW YORK, January 7, 2022 (GLOBE NEWSWIRE) — Intra-Cellular Therapies, Inc. (Nasdaq: ITCI), a biopharmaceutical company focused on the development and commercialization of therapeutics for central nervous system (CNS) disorders, today announced the completion of its previously announced underwritten public offering of 9,523,810 shares of its common stock at a public offering price of \$42.00 per share. In addition, the underwriters have exercised in full their option to purchase an additional 1,428,571 shares.

All of the shares in the offering were sold by Intra-Cellular Therapies, with gross proceeds to Intra-Cellular Therapies of approximately \$460.0 million and net proceeds of approximately \$433.7 million, after deducting underwriting discounts and commissions and estimated offering expenses.

J.P. Morgan, SVB Leerink, BofA Securities, Evercore ISI and RBC Capital Markets acted as joint book-running managers for the offering. Cantor and Canaccord Genuity acted as co-lead managers for the offering. Needham & Company acted as co-manager for the offering.

The public offering was made pursuant to a shelf registration statement on Form S-3 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 describing the terms of the offering has been filed with the SEC and is 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](mailto:prospectus-eq_fi@jpmchase.com), SVB Leerink LLC, Attention: Syndicate Department, 53 State Street, 40th Floor, Boston, MA 02109, by telephone at 1-800-808-7525, ext. 6105, or by email at [syndicate@svbleerink.com](mailto:syndicate@svbleerink.com), BofA Securities, Attention: Prospectus Department, NC1-004-03-43, 200 North College Street, 3rd floor, Charlotte, NC 28255-0001 or by e-mail at [dg.prospectus\\_requests@bofa.com](mailto:dg.prospectus_requests@bofa.com), Evercore Group L.L.C., Attention: Equity Capital Markets, 55 East 52nd Street, 35th Floor, New York, NY 10055, by telephone at (888) 474-0200 or by email at [ecm.prospectus@evercore.com](mailto:ecm.prospectus@evercore.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 email at [equityprospectus@rbccm.com](mailto: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.

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**Contact**

Intra-Cellular Therapies, Inc.  
Juan Sanchez, M.D.  
Vice President, Corporate Communications and Investor Relations  
646-440-9333

Burns McClellan, Inc.  
Lisa Burns  
cradinovic@burnsmc.com  
212-213-0006

**Media Inquiries:**

Sara Franks  
Corporate Media Relations W20wcg  
sfranks@w2ogroup.com  
410-991-4287