

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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1. Name and Address of Reporting Person * <u>Mates Sharon</u> (Last) (First) (Middle) <u>C/O INTRA-CELLULAR THERAPIES, INC.</u> <u>430 EAST 29TH STREET</u> (Street) <u>NEW YORK NY 10016</u> (City) (State) (Zip)	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 & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2019</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

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	12/31/2019		A ⁽¹⁾		17,478	A	\$0.00	1,156,185	D	
Common Stock	12/31/2019		M		6,000	A	\$2.74	1,162,185	D	
Common Stock	01/02/2020		S ⁽²⁾		3,700	D	\$31.85 ⁽³⁾	1,158,485	D	
Common Stock	01/02/2020		S ⁽²⁾		10,722	D	\$32.43 ⁽⁴⁾	1,147,763	D	
Common Stock	01/02/2020		S ⁽²⁾		3,000	D	\$33.25 ⁽⁵⁾	1,144,763	D	
Common Stock	01/02/2020		S ⁽²⁾		56	D	\$34.3	1,144,707	D	
Common Stock	01/03/2020		M		11,258	A	⁽⁶⁾	1,155,965	D	
Common Stock	01/03/2020		M		34,340	A	⁽⁶⁾	1,190,305	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)	\$2.74	12/31/2019		M			6,000	⁽⁷⁾	06/10/2020	Common Stock	6,000	\$0.00	44,000	D	
Restricted Stock Units	⁽⁸⁾	01/03/2020		M			11,258	⁽⁹⁾	⁽⁹⁾	Common Stock	11,258	\$0.00	0	D	
Restricted Stock Units	⁽⁸⁾	01/03/2020		M			34,340	⁽¹⁰⁾	⁽¹⁰⁾	Common Stock	34,340	\$0.00	34,341	D	

Explanation of Responses:

- Represents shares issued upon the vesting of performance stock units.
- The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 19, 2019. A majority of the proceeds from this sale will be used to cover the reporting person's tax liability arising from the vesting of performance stock units.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.56 to \$31.99, 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 \$32.00 to \$32.99, 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 \$33.00 to \$33.52, 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.
- Restricted stock units convert into common stock on a one-for-one basis.
- All shares underlying this option have vested.
- Each restricted stock unit represents a contingent right to receive one share of common stock.
- On January 3, 2017, the reporting person was granted 33,773 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

10. On January 3, 2018, the reporting person was granted 103,021 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

Remarks:

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

01/03/2020

** 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.