

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

**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

|                                                                                                                                                                                                                                                            |                                                                                             |                                                                                                                                                                                                                          |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person*<br><u>Hineline Lawrence J.</u><br><br>(Last) (First) (Middle)<br><u>C/O INTRA-CELLULAR THERAPIES, INC.</u><br><u>430 EAST 29TH STREET</u><br><br>(Street)<br><u>NEW YORK NY 10016</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Intra-Cellular Therapies, Inc. [ITCI]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>VP of Finance CFO</u> |
|                                                                                                                                                                                                                                                            | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/04/2016</u>                       |                                                                                                                                                                                                                          |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)<br><u>01/06/2016</u>                                                                                                                                                                              |                                                                                             |                                                                                                                                                                                                                          |

**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 |                                                                                               |                                                          |                                                       |

**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) |       |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|-------|
|                                            |                                                        |                                      |                                                    |                                | (A)                                                                                    | (D) | Date Exercisable                                         | Expiration Date |                                                                                   |                                            |                                                                                                    |                                                           |                                                        | Title |
| Stock Option (right to buy)                | \$53.63                                                | 01/04/2016                           |                                                    | A                              | 39,307                                                                                 |     | 01/04/2017 <sup>(1)</sup>                                | 01/04/2026      | Common Stock                                                                      | 39,307                                     | \$0.00                                                                                             | 39,307                                                    | D                                                      |       |
| Restricted Stock Unit                      | <sup>(2)</sup>                                         | 01/04/2016                           |                                                    | A                              | 9,323                                                                                  |     | 01/04/2017 <sup>(3)</sup>                                | <sup>(3)</sup>  | Common Stock                                                                      | 9,323                                      | \$0.00                                                                                             | 9,323                                                     | D                                                      |       |

**Explanation of Responses:**

- The Stock Option vests as to one third of the shares on January 4, 2017, one third of the shares on January 4, 2018 and one third of the shares on January 4, 2019.
- Each Restricted Stock Unit represents a contingent right to receive one share of common stock, par value \$0.0001 per share, of Intra-Cellular Therapies, Inc.
- The Restricted Stock Units vest as to one third of the shares on January 4, 2017, one third of the shares on January 4, 2018 and one third of the shares on January 4, 2019, subject to the reporting person's continuous service with Intra-Cellular Therapies, Inc. through each such vesting date. Vested shares will be delivered to the reporting person within three days of each such vesting date.

**Remarks:**

This Form 4/A is being filed solely to correct an error in the vesting schedule that was reported in the previously filed Form 4.

/s/ Lawrence J. Hineline, 04/04/2016  
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.