



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4546

February 9, 2017

Sharon Mates, Ph.D.  
Chairman, President and Chief Executive Officer  
Intra-Cellular Therapies, Inc.  
430 East 29<sup>th</sup> Street  
New York, New York 10016

**Re: Intra-Cellular Therapies, Inc.**  
**Form 10-K for the Fiscal Year Ended December 31, 2015**  
**Filed February 25, 2016**  
**File No. 001-36274**

Dear Dr. Mates:

We have completed our review of your filing. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Sincerely,

/s/ Mary Beth Breslin for

Suzanne Hayes  
Assistant Director  
Office of Healthcare and Insurance