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): September 21, 2015

Intra-Cellular Therapies, Inc.
(Exact name of registrant as specified in its charter)

Commission File Number: 001-36274

Delaware	**36-4742850**
(State or other jurisdiction of incorporation)	**(IRS Employer Identification No.)**

430 East 29th Street
New York, New York 10016
(Address of principal executive offices, including zip code)

(212) 923-3344
(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))

ITEM 1.02 Termination of a Material Definitive Agreement.

On May 28, 2015, Intra-Cellular Therapies, Inc. (the "Company") entered into a Sales Agreement (the "Agreement") with Cowen and Company, LLC ("Cowen") with respect to an at-the-market offering program (the "ATM Program"), under which the Company could offer and sell, from time to time at its sole discretion, shares of its common stock, par value $0.0001 per share (the "Common Stock"), having an aggregate offering price of up to $50,000,000 (the "Placement Shares") through Cowen as its sales agent. On the same date, the Company filed a registration statement on Form S-3 (File No. 333-204509) to register $350,000,000 of its shares of common stock and other securities that included a prospectus covering sales of the Placement Shares under the ATM Program (the "ATM Prospectus"), which was declared effective on June 5, 2015.

On September 21, 2015, the Company terminated the Sales Agreement, effective on the same date. The Company has not offered or sold any Placement Shares, and will not do so, in connection with the ATM Program and the ATM Prospectus.

ITEM 8.01 Other Events.

On September 21, 2015, the Company issued a press release announcing it has commenced an underwritten public offering of $300 million of shares of its common stock, and its intention to grant the underwriters a 30-day option to purchase up to an additional 15% of the shares of common stock offered in the public offering. All of the shares in the offering will be sold by the Company. A copy of the press release is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

Leerink Partners LLC, Cowen and Company, LLC, RBC Capital Markets, LLC and Guggenheim Securities, LLC are acting as joint book-running managers and Ladenburg Thalmann & Co. Inc. and SunTrust Robinson Humphrey, Inc. are acting as co-managers for the offering. The offering is subject to market and other conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

In addition, on September 21, 2015, the Company issued a press release announcing that it is assuming sponsorship of the Investigational New Drug Application (IND) for ITI-214, the Company's phosphodiesterase type 1 (PDE1) inhibitor, and related matters. A copy of the press release is attached hereto as Exhibit 99.2, and is incorporated herein by reference.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the securities discussed herein, nor shall there be any offer, solicitation, or sale of the securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release of Intra-Cellular Therapies, Inc., dated September 21, 2015.
99.2	Press Release of Intra-Cellular Therapies, Inc., dated September 21, 2015.

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. Hineline
Lawrence J. Hineline
Vice President of Finance and Chief Financial Officer

Date: September 21, 2015

Exhibit 99.1

Intra-Cellular Therapies Announces Proposed Public Offering of Common Stock

NEW YORK, September 21, 2015 (GLOBE NEWSWIRE) — Intra-Cellular Therapies, Inc. (Nasdaq: ITCI), a biopharmaceutical company, today announced that it has commenced an underwritten public offering of $300 million of shares of its common stock. In connection with the offering, Intra-Cellular Therapies intends to grant the underwriters a 30-day option to purchase up to an additional 15% of the shares of common stock offered in the public offering. All of the shares in the offering will be sold by Intra-Cellular Therapies.

Leerink Partners LLC, Cowen and Company, LLC, RBC Capital Markets, LLC and Guggenheim Securities, LLC are acting as joint book-running managers and Ladenburg Thalmann & Co. Inc. and SunTrust Robinson Humphrey, Inc. are acting as co-managers for the offering. The offering is subject to market and other conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

The public offering will be made pursuant to a shelf registration statement on Form S-3 that was previously filed with and declared effective by the Securities and Exchange Commission ("SEC"). A preliminary prospectus supplement and accompanying base prospectus relating to and 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. The offering is being made only by means of a prospectus and related prospectus supplement, copies of which may be obtained from Leerink Partners LLC, Attention: Syndicate Department, One Federal Street, 37th Floor, Boston, MA, 02110, or by phone at (800) 808-7525, ext. 6142, or by email at syndicate@leerink.com; from Cowen and Company, LLC, c/o Broadridge Financial Services, 1155 Long Island Avenue, Edgewood, NY, 11717, Attn: Prospectus Department, or by calling (631) 274-2806; or from RBC Capital Markets, Attention: Prospectus Department, Three World Financial Center, 200 Vesey Street 8th Floor, New York, NY 10281, or by phone at (877) 822-4089 or by emailing equityprospectus@rbccm.com. The final terms of the offering will be disclosed in a final prospectus supplement to be filed with the SEC.

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 developing novel drugs for the treatment of neuropsychiatric and neurodegenerative diseases and diseases of the elderly, including Parkinson's and Alzheimer's disease. The Company is developing its lead drug candidate, ITI-007, for the treatment of schizophrenia, bipolar disorder, behavioral disturbances in dementia, depression, and other neuropsychiatric and neurological disorders. ITI-007, a first-in-class molecule, is in Phase 3 clinical development for the treatment of schizophrenia. The Company is also utilizing its phosphodiesterase platform and other proprietary chemistry platforms to develop drugs for the treatment of CNS and other disorders.

Cautionary Note Regarding Forward-Looking Statements

This press release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to risks, uncertainties and other important factors that could cause actual results to differ materially from those indicated by such forward-looking statements, including statements with respect to Intra-Cellular's plans to consummate its proposed public offering. Intra-Cellular may use words such as "expect," "anticipate," "project," "intend," "plan," "aim," "believe," "seek," "estimate," "can," "focus," "will," and "may" and similar expressions to identify such forward-looking statements. Among the important factors that could cause actual results to differ materially from those indicated by such forward-looking statements are risks relating to, among other things, whether or not Intra-Cellular will be able to raise capital through the sale of shares of common stock, the final terms of the proposed offering, market and other conditions, the satisfaction of customary closing conditions related to the proposed public offering, Intra-Cellular's business and financial condition, and the impact of general economic, industry or political conditions in the United States or internationally. These and other risks are described in the reports filed by Intra-Cellular with the SEC, including under the caption "Risk Factors" included in Intra-Cellular's annual report on Form 10-K for the year ended December 31, 2014 filed with the SEC on March 12, 2015, as well as any updates to those risk factors filed from time to time in Intra-Cellular's periodic and current reports filed with the SEC, and Intra-Cellular's preliminary prospectus supplement filed with the SEC on September 21, 2015.

In addition, any forward-looking statement in this press release represents Intra-Cellular's views only as of the date of this press release and should not be relied upon as representing its views as of any subsequent date. Intra-Cellular disclaims any duty to update any forward-looking statement, except as required by applicable law.

Contact:

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Exhibit 99.2

Intra-Cellular Therapies Announces Completion of Phase 1 Studies for ITI-214, a Phosphodiesterase Type 1 Inhibitor, and Assumes IND Sponsorship for ITI-214

NEW YORK September 21, 2015 (GLOBE NEWSWIRE) — Intra-Cellular Therapies, Inc. (Nasdaq: ITCI) a biopharmaceutical company focused on the development of therapeutics for central nervous system (CNS) disorders, announced today that it is assuming sponsorship of the Investigational New Drug Application (IND) for studies related to ITI-214. ITI-214 is a novel, potent phosphodiesterase type 1 (PDE1) inhibitor. Multiple human clinical Phase 1 studies have been completed. In these studies, ITI-214 demonstrated a favorable safety profile and was generally well-tolerated across a broad range of doses both in healthy volunteers and in patients with schizophrenia with a pharmacokinetic profile that supports once daily dosing.

Under a license agreement, Takeda conducted four Phase 1 studies. A single rising dose study was conducted in the US in healthy male and female, Japanese and non-Japanese volunteers. In a second US study ITI-214 was administered once daily over 14 days to healthy volunteers and patients with stable schizophrenia. In a third study, conducted in Japan, ITI-214 was administered for 7 days at multiple rising oral doses in both male and female healthy volunteers. A fourth study compared the relative bioavailability of oral formulations of ITI-214 used in all previous studies to an immediate-release tablet, either with or without food in healthy volunteers.

The Company is currently evaluating ITI-214 for several indications including cognition in patients with Parkinson's disease, dementia, schizophrenia and other CNS and non-CNS disorders.

About PDE1 Inhibitors

ITI-214 is a novel, orally available, PDE1 inhibitor being developed for the treatment of cognitive deficits in neuropsychiatric and neurological diseases. Based on preclinical studies, ITI-214 may also have the potential to treat cardiac and vascular hypertrophy associated with diseases such as congestive heart failure and may also possess anti-inflammatory activity for use in treating neuro-inflammation and other major inflammatory diseases. ITCI has built a substantial portfolio of PDE1 inhibitors that are very selective for the PDE1 subfamily relative to other PDE subfamilies. These compounds have good oral bioavailability and cell-permeant properties.

About Intra-Cellular Therapies

Intra-Cellular Therapies, Inc. (the "Company") is developing novel drugs for the treatment of neuropsychiatric and neurodegenerative disease and other disorders of the CNS. The Company is developing its lead drug candidate, ITI-007, for the treatment of schizophrenia, behavioral disturbances in dementia, bipolar disorder and other neuropsychiatric and neurological disorders. The Company is also utilizing its phosphodiesterase platform and other proprietary chemistry platforms to develop drugs for the treatment of significant unmet human medical needs. Additional information about ITCI is available through its corporate website, www.intracellulartherapies.com

Forward-Looking Statements

This news release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties that could cause actual results to be materially different from historical results or from any future results expressed or implied by such forward-looking statements. Such forward-looking statements include statements regarding, among other things, our clinical and nonclinical development plans; the progress, timing and results of our clinical trials; the safety and efficacy of our product development candidates; our beliefs about the potential uses and benefits of ITI-214; our plans to present or report additional data; and our research and development efforts and plans under the caption "About Intra-Cellular Therapies." All such forward-looking statements are based on management's present expectations and are subject to certain factors, risks and uncertainties that may cause actual results, outcome of events, timing and performance to differ materially from those expressed or implied by such statements. These risks and uncertainties include but are not limited to the following: our current and planned clinical trials, other studies for ITI-214, and our other product candidates may not be successful or may take longer and be more costly than anticipated; product candidates that appeared promising in earlier research and clinical trials may not demonstrate safety and/or efficacy in larger-scale or later clinical trials; our reliance on collaborative partners and other third parties for development of our product candidates; and the other risk factors discussed under the heading "Risk Factors" contained in our Annual Report on Form 10-K for the year ended December 31, 2014 filed with the Securities and Exchange Commission (SEC), as well as any updates to those risk factors filed from time to time in our periodic and current reports filed with the SEC. All statements contained in this press release are made only as of the date of this press release, and we do not intend to update this information unless required by law.

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