

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>MARCUS JOEL S</u>  (Last) (First) (Middle) C/O ALEXANDRIA REAL ESTATE EQUITIES, INC. 26 NORTH EUCLID AVENUE  (Street) PASADENA CA 91101  (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/17/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	12/17/2020		G <sup>(1)</sup>	V	28,379	D	\$0.00	0	D	
Common Stock	12/17/2020		G <sup>(1)</sup>	V	28,379	A	\$0.00	67,519	I	Held by the Joel S. Marcus and Barbara A. Marcus Family Trust
Common Stock								26,916	I	See Footnote <sup>(2)</sup>
Common Stock								1,164,240	I	See Footnote <sup>(3)</sup>

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)	\$26.58	12/17/2020		G <sup>(4)</sup>	V		20,000	(5)	06/16/2025	Common Stock	20,000	\$0.00	0	D	
Stock Option (right to buy)	\$26.58	12/17/2020		G <sup>(4)</sup>	V	20,000		(5)	06/16/2025	Common Stock	20,000	\$0.00	20,000	I	Held by the Joel S. Marcus and Barbara A. Marcus Family Trust
Stock Option (right to buy)	\$38.35	12/17/2020		G <sup>(4)</sup>	V		20,000	(5)	06/14/2026	Common Stock	20,000	\$0.00	0	D	
Stock Option (right to buy)	\$38.35	12/17/2020		G <sup>(4)</sup>	V	20,000		(5)	06/14/2026	Common Stock	20,000	\$0.00	20,000	I	Held by the Joel S. Marcus and Barbara A. Marcus Family Trust

Explanation of Responses:

- The reporting person transferred these shares for no consideration to the Joel S. Marcus and Barbara A. Marcus Family Trust.
- Represents securities held of record by Alexandria Real Estate Equities, Inc. The reporting person is the Executive Chairman & Founder of Alexandria Real Estate Equities, Inc. and may therefore be deemed to have voting and investment power with respect to the shares owned by Alexandria Real Estate Equities, Inc. The reporting person disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- Represents securities held of record by Alexandria Venture Investments, LLC ("Alexandria"). Alexandria Real Estate Equities, Inc. is the managing member of Alexandria. Each of Alexandria and Alexandria Real Estate Equities, Inc. has shared voting and investment power with respect to the shares owned by Alexandria. The reporting person is the Executive Chairman of Alexandria Real Estate Equities, Inc. and may therefore be deemed to have voting and investment power with respect to the shares owned by Alexandria. Each of the reporting person and Alexandria Real Estate Equities, Inc. disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

4. The reporting person transferred this option for no consideration to the Joel S. Marcus and Barbara A. Marcus Family Trust.

5. All shares underlying this option have vested.

**Remarks:**

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

12/18/2020

\*\* 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.**