

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 10.

1. Name and Address of Reporting Person* <u>Mates Sharon</u> (Last) (First) (Middle) C/O INTRA-CELLULAR THERAPIES, INC. 430 EAST 29TH STREET (Street) NEW YORK NY 10016 (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) Chairman and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 08/21/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	08/21/2024		M		53,013	A	\$17.57	1,123,342	D	
Common Stock	08/21/2024		S ⁽¹⁾		44,134	D	\$75.4026 ⁽²⁾	1,079,208	D	
Common Stock	08/21/2024		S ⁽¹⁾		4,297	D	\$76.2001 ⁽³⁾	1,074,911	D	
Common Stock	08/21/2024		S ⁽¹⁾		2,682	D	\$77.2139 ⁽⁴⁾	1,072,229	D	
Common Stock	08/21/2024		S ⁽¹⁾		1,900	D	\$77.9805 ⁽⁵⁾	1,070,329	D	
Common Stock	08/22/2024		M		39,380	A	\$17.57	1,109,709	D	
Common Stock	08/22/2024		S ⁽¹⁾		35,011	D	\$74.5787 ⁽⁶⁾	1,074,698	D	
Common Stock	08/22/2024		S ⁽¹⁾		4,369	D	\$75.4697 ⁽⁷⁾	1,070,329	D	
Common Stock	08/23/2024		M		28,680	A	\$17.57	1,099,009	D	
Common Stock	08/23/2024		S ⁽¹⁾		28,680	D	\$74.4573 ⁽⁸⁾	1,070,329	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)	\$17.57	08/21/2024		M			53,013	(9)	01/02/2025	Common Stock	53,013	\$0.00	163,985	D	
Stock Option (right to buy)	\$17.57	08/22/2024		M			39,380	(9)	01/02/2025	Common Stock	39,380	\$0.00	124,605	D	
Stock Option (right to buy)	\$17.57	08/23/2024		M			28,680	(9)	01/02/2025	Common Stock	28,680	\$0.00	95,925	D	

Explanation of Responses:

- This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 22, 2024. The shares sold were issued upon the exercise of stock options that expire on January 2, 2025.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.90 to \$75.89, 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 \$75.90 to \$76.79, 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.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.975 to \$77.88, 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.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$77.905 to \$78.11, 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.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.28 to \$75.25, 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.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.30 to \$75.64, 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.

8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.16 to \$74.72, 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.

9. This option was granted on January 2, 2015 with an exercise price of \$17.57 per share and will expire on January 2, 2025. All shares underlying this option have vested.

Remarks:

EX-24.1 - Power of Attorney

/s/ John P. Condon, Attorney-
in-fact 08/23/2024

** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Michael I. Halstead, President of Intra-Cellular Therapies, Inc. (the "Company"), Sanjeev Narula, Executive Vice President, Chief Financial Officer and Treasurer of the Company, John P. Condon, Senior Vice President, General Counsel and Secretary of the Company, and John T. Rudy, Allyson Wilkinson, Raven Sun, Ric Lampkins, Maura Foley and Robyn Frattali of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., signing singly, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, forms and authentication documents for EDGAR Filing Access;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such forms and authentication documents;

(3) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% stockholder of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(4) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(5) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interests of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date set forth below.

Date: August 13, 2024

By: /s/ Sharon Mates, Ph.D.
Sharon Mates, Ph.D.
