
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Intra-Cellular Therapies, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

36-4742850
(I.R.S. Employer
Identification Number)

3960 Broadway
New York, New York 10032
(212) 923-3344

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Sharon Mates, Ph.D.
Chairman, President and Chief Executive Officer
Intra-Cellular Therapies, Inc.
3960 Broadway
New York, New York 10032
(212) 923-3344

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

William C. Hicks, Esq.
Scott A. Samuels, Esq.
John P. Condon, Esq.
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
One Financial Center
Boston, MA 02111
(617) 542-6000

Stuart Bressman, Esq.
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
(212) 969-3000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-193313

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To be Registered	Proposed Number of Shares to be Registered⁽¹⁾⁽²⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price⁽³⁾	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	1,313,300	\$17.50	\$22,982,750	\$2,961

- (1) Includes 171,300 shares that the underwriters have the option to purchase.
- (2) The Registrant is registering 1,313,300 shares pursuant to this Registration Statement, which shares are in addition to the 5,750,000 shares registered pursuant to the Registration Statement on Form S-1 (File No. 333-193313) declared effective on January 30, 2014.
- (3) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed with respect to the registration of additional shares of common stock, par value \$0.0001 per share, of Intra-Cellular Therapies, Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form S-1 (File No. 333-193313), which was declared effective by the Commission on January 30, 2014 are incorporated in this registration statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on January 30, 2014.

INTRA-CELLULAR THERAPIES, INC.

By: /s/ Sharon Mates, Ph.D.
Sharon Mates, Ph.D.
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sharon Mates, Ph.D.</u> Sharon Mates, Ph.D.	Chairman, President and Chief Executive Officer (principal executive officer)	January 30, 2014
<u>/s/ Lawrence J. Hinline</u> Lawrence J. Hinline	Vice President of Finance, Chief Financial Officer and Secretary (principal financial officer and principal accounting officer)	January 30, 2014
<u>*</u> Christopher Alafi, Ph.D.	Director	January 30, 2014
<u>*</u> Richard Lemer, M.D.	Director	January 30, 2014
<u>*</u> Joel S. Marcus	Director	January 30, 2014
<u>*</u> Sir Michael Rawlins, M.D., FRCP, FMedSci	Director	January 30, 2014
<u>*</u> Rory B. Riggs	Director	January 30, 2014
<u>*</u> Robert L. Van Nostrand	Director	January 30, 2014
<u>*By: /s/ Sharon Mates, Ph.D.</u> Sharon Mates, Ph.D., Attorney-in-fact		January 30, 2014

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm.
23.2	Consent of Raich Ende Malter & Co. LLP, independent registered public accounting firm.
23.3	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 5.1).
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 to the Company's Registration Statement on Form S-1, filed with the Securities and Exchange Commission on January 10, 2014).

January 30, 2014

Intra-Cellular Therapies, Inc.
3960 Broadway
New York, New York 10032

Ladies and Gentlemen:

We have acted as legal counsel to Intra-Cellular Therapies, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of (i) a Registration Statement (No. 333-193313) on Form S-1 (the "Initial Registration Statement") and (ii) a Registration Statement on Form S-1 (the "462(b) Registration Statement," and together with the Initial Registration Statement, the "Registration Statements") to be filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"). This opinion is being furnished to you in connection with the filing of the 462(b) Registration Statement with the Commission under the Securities Act in which the Company is registering the offer and sale of up to an aggregate of 1,313,300 additional shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock"). Such shares of Common Stock are referred to herein as the "Shares." The Shares are to be sold by the Company pursuant to an underwriting agreement (the "Underwriting Agreement") to be entered into between the Company and the several underwriters to be named therein. The form of the Underwriting Agreement has been filed as Exhibit 1.1 to the Initial Registration Statement.

In connection with this opinion, we have examined the Company's Restated Certificate of Incorporation and the Company's Restated Bylaws, each as currently in effect, and the form of the Underwriting Agreement; such other records of the corporate proceedings of the Company and certificates of the Company's officers as we have deemed relevant; and the Registration Statements and the exhibits thereto.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such copies.

Our opinion is limited to the General Corporation Law of the State of Delaware and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules,

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

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regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

Based upon the foregoing, we are of the opinion that the Shares, when issued and sold in accordance with the form of the Underwriting Agreement most recently filed as an exhibit to the Initial Registration Statement and the prospectus that forms a part of the Initial Registration Statement, will be validly issued, fully paid and non-assessable.

We understand that you wish to file this opinion with the Commission as an exhibit to the 462(b) Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act and to reference the firm's name under the caption "Legal Matters" in the related prospectus, and we hereby consent thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption "Experts" and to the use of our report dated June 19, 2013, with respect to the financial statements of Intra-Cellular Therapies, Inc., included in the Registration Statement (Form S-1 No. 333-193313) and related Prospectus of Intra-Cellular Therapies, Inc. for the registration of its shares of common stock, as incorporated by reference in this Registration Statement (Form S-1) filed with the Securities and Exchange Commission on January 30, 2014 for the registration of its shares of common stock.

/s/ Ernst & Young LLP
McLean, VA
January 30, 2014

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
Intra-Cellular Therapies, Inc.

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1, to be filed on or about January 30, 2014, of our report dated July 16, 2013 relating to the balance sheet of Oneida Resources Corp. as of March 31, 2013, and the related statements of operations, stockholder's deficiency, and cash flows for the period from August 29, 2012 (inception) through March 31, 2013.

/s/ RAICH ENDE MALTER & CO. LLP

RAICH ENDE MALTER & CO. LLP
New York, New York
January 30, 2014