

Intra-Cellular Therapies, Inc.  
Form 4  
January 05, 2017

**FORM 4**

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mates Sharon

(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

Intra-Cellular Therapies, Inc. [ITCI]

3. Date of Earliest Transaction  
(Month/Day/Year)

01/03/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Chairman, President & CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                     | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 01/04/2017                              |                                                             | M                        |                                                                            | 6,603                                                                                                              | A                                                                    | <u>11</u> 1,092,788                                               |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: Intra-Cellular Therapies, Inc. - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                            |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|-----------------|----------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                      | (A)                                                            | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Stock<br>Option<br>(right to<br>buy)                | \$ 15.73                                                           | 01/03/2017                              |                                                             | A                                    |                                                                                                        | 135,399                                                        |     | <u>(2)</u>                                                     | 01/03/2027         | Common<br>Stock | 135,399                    |
| Restricted<br>Stock Unit                            | <u>(3)</u>                                                         | 01/03/2017                              |                                                             | A                                    |                                                                                                        | 33,773                                                         |     | <u>(4)</u>                                                     | <u>(4)</u>         | Common<br>Stock | 33,773                     |
| Restricted<br>Stock Unit                            | <u>(3)</u>                                                         | 01/04/2017                              |                                                             | M                                    |                                                                                                        | 6,603                                                          |     | <u>(5)</u>                                                     | <u>(5)</u>         | Common<br>Stock | 6,603                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships |           |                           |       |
|--------------------------------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                                                  | Director      | 10% Owner | Officer                   | Other |
| Mates Sharon<br>C/O INTRA-CELLULAR THERAPIES, INC.<br>430 EAST 29TH STREET<br>NEW YORK, NY 10016 | X             |           | Chairman, President & CEO |       |

## Signatures

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

01/05/2017

\_\_\_\_\_  
Signature of Reporting Person

\_\_\_\_\_  
Date

## Explanation of Responses:

- \* 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).
- (1) Restricted stock units convert into common stock on a one-for-one basis.
- (2) On January 3, 2017, the reporting person was granted options to purchase 135,399 shares of common stock, vesting in three equal annual installments beginning on the first anniversary of the grant date.
- (3) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (4) On January 3, 2017, the reporting person was granted 33,773 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.
- (5) On January 4, 2016, the reporting person was granted 19,811 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.