

Intra-Cellular Therapies, Inc.
 Form 4
 December 19, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Vanover Kimberly E.

(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)

12/15/2016

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)
 SVP, Clinical Development

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 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 or Price | | | | |
| Common Stock | 12/15/2016 | | M ⁽¹⁾ | | 5,000 (2) | \$ 1.36 | 5,000 | D | |
| Common Stock | 12/15/2016 | | S ⁽¹⁾ | | 2,500 (2) | \$ 15.2622 (3) | 2,500 | D | |
| Common Stock | 12/15/2016 | | M ⁽¹⁾ | | 10,000 (4) | \$ 1.5 | 12,500 | D | |
| Common Stock | 12/15/2016 | | S ⁽¹⁾ | | 5,000 (4) | \$ 15.1946 (5) | 7,500 | D | |

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| | | | | | | | |
|--------------|------------|------------------|--------------|---|------------------|--------|---|
| Common Stock | 12/15/2016 | M ⁽¹⁾ | 3,750 (6) | A | \$ 1.5 | 11,250 | D |
| Common Stock | 12/15/2016 | S ⁽¹⁾ | 1,875 (6) | D | \$ 15.277 (7) | 9,375 | D |

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 displays a currently valid OMB control number.

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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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 1.36 | 12/15/2016 | | M | 5,000 | <u>(8)</u> 04/11/2017 | Common Stock | 5,000 |
| Stock Option (right to buy) | \$ 1.5 | 12/15/2016 | | M | 10,000 | <u>(8)</u> 12/12/2017 | Common Stock | 10,000 |
| Stock Option (right to buy) | \$ 1.5 | 12/15/2016 | | M | 3,750 | <u>(8)</u> 12/18/2018 | Common Stock | 3,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Vanover Kimberly E. C/O INTRA-CELLULAR THERAPIES, INC. 430 EAST 29TH STREET NEW YORK, NY 10016 | | | SVP, Clinical Development | |

Signatures

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

12/19/2016

__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) All exercises of options and sales of shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 7, 2016.
- (2) This Form 4 reports the exercise of an option to purchase 5,000 shares of the Issuer's common stock that was to expire on April 11, 2017, and a sale of an aggregate of 2,500 of such shares primarily to cover the reporting person's tax liability.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.09 to \$15.39, inclusive. The reporting person undertakes to provide Intra-Cellular Therapies, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (3), (5) and (7) to this Form 4.
- (3) This Form 4 reports the exercise of an option to purchase 10,000 shares of the Issuer's common stock that was to expire on December 12, 2017, and a sale of an aggregate of 5,000 of such shares primarily to cover the reporting person's tax liability.
- (4) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.09 to \$15.39, inclusive.
- (5) This Form 4 reports the exercise of an option to purchase 3,750 shares of the Issuer's common stock that was to expire on December 18, 2018, and a sale of an aggregate of 1,875 of such shares primarily to cover the reporting person's tax liability.
- (6) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.12 to \$15.39, inclusive.
- (7) All shares underlying this option have vested.
- (8)

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.