

Halstead Michael
Form 4
January 08, 2019

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 *
Halstead Michael

(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)

01/04/2019

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)

EVP and General Counsel

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/04/2019 | | M | 3,108 | A | \$ 24,757 | D |
| Common Stock | 01/04/2019 | | S ⁽²⁾ | 16,060 | D | \$ 11.34 | D |
| Common Stock | 01/04/2019 | | S ⁽²⁾ | 5,398 | D | \$ 11.8 | D |
| Common Stock | 01/07/2019 | | S ⁽²⁾ | 3,108 | D | \$ 12.42 | D |

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The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 30, 2018.

- (2) A majority of the proceeds from these sales will be used to cover the reporting person's tax liability arising from the vesting of restricted stock units.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.76

- (3) to \$11.76, 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 \$11.77

- (4) to \$11.86, 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 \$12.08

- (5) to \$12.55, 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) Each restricted stock unit represents a contingent right to receive one share of common stock.

- (7) On January 4, 2016, the reporting person was granted 9,323 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

- (8) On January 8, 2019, the reporting person was granted options to purchase 80,951 shares of common stock, vesting in three equal annual installments beginning on the first anniversary of the grant date.

- (9) On January 8, 2019, the reporting person was granted 58,915 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.