

Halstead Michael
Form 4
January 08, 2019

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

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(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
__X__ Officer (give title below) ____ Other (specify
below) below)

EVP and General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/04/2019		M	3,108	A	\$ 24,757	D
Common Stock	01/04/2019		S ⁽²⁾	16,060	D	\$ 11.34 (3)	8,697 D
Common Stock	01/04/2019		S ⁽²⁾	5,398	D	\$ 11.8 (4)	3,299 D
Common Stock	01/07/2019		S ⁽²⁾	3,108	D	\$ 12.42 (5)	191 D

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

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(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	<u>(6)</u>	01/04/2019		M	3,108	<u>(7)</u> <u>(7)</u>	Common Stock 3,108
Stock Option (right to buy)	\$ 12.73	01/08/2019		A	80,951	<u>(8)</u> 01/07/2029	Common Stock 80,951
Restricted Stock Units	<u>(6)</u>	01/08/2019		A	58,915	<u>(9)</u> <u>(9)</u>	Common Stock 58,915

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Halstead Michael C/O INTRA-CELLULAR THERAPIES, INC. 430 EAST 29TH STREET NEW YORK, NY 10016	EVP and General Counsel

Signatures

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

01/08/2019

 **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.

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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.

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