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INTRA-CELLULAR THERAPIES, INC.

Reported by

MATES SHARON

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/20/20 for the Period Ending 02/18/20

Address	430 EAST 29TH STREET NEW YORK, NY, 10016
Telephone	212-923-3344
CIK	0001567514
Symbol	ITCI
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

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FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287
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1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Mates Sharon (Last) (First) (Middle) **C/O INTRA-CELLULAR THERAPIES, INC., 430 EAST 29TH STREET** (Street) **NEW YORK, NY 10016** (City) (State) (Zip)	**Intra-Cellular Therapies, Inc. [ITCI]** 3. Date of Earliest Transaction (MM/DD/YYYY) **2/18/2020** 4. If Amendment, Date Original Filed (MM/DD/YYYY)	__X__ Director _____ 10% Owner __X__ Officer (give title below) _____ Other (specify below) **Chairman, President & CEO** 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	**$23.94**	**2/18/2020**		**A**		**66886**		(1)	**2/17/2030**	**Common Stock**	**66886**	**$0.00**	**66886**	**D**	
Restricted Stock Units	(2)	**2/18/2020**		**A**		**83542**		(3)	(3)	**Common Stock**	**83542**	**$0.00**	**83542**	**D**	

Explanation of Responses:

(1) On February 18, 2020, the reporting person was granted options to purchase 66,886 shares of common stock, vesting in three equal annual installments beginning on the first anniversary of the grant date.

(2) Each restricted stock unit represents a contingent right to receive one share of common stock.

(3) On February 18, 2020, the reporting person was granted 83,542 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

Reporting Owners

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

Signatures

/s/ Lawrence J. Hineline, Attorney-in-fact — **2/20/2020**

**Signature of Reporting Person — Date

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

* 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).

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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