

Intra-Cellular Therapies, Inc.
 Form 4
 January 30, 2017

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 *
MARCUS JOEL S

(Last) (First) (Middle)

C/O ALEXANDRIA REAL ESTATE EQUITIES, INC., 385 EAST COLORADO BOULEVARD, SUITE 299

(Street)

PASADENA, CA 91101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Intra-Cellular Therapies, Inc. [ITCI]

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

01/26/2017

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/26/2017		M		20,000	A	\$ 3.26
Common Stock	01/26/2017		M		12,500	A	\$ 3.26
Common Stock	01/26/2017		M		12,500	A	\$ 2.84
Common Stock	01/26/2017		M		12,500	A	\$ 2.74
	01/26/2017		M		12,500	A	91,671

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Common Stock						\$ 2.74			
Common Stock	01/26/2017		M	12,500	A	\$ 1.5	104,171	D	
Common Stock	01/26/2017		M	12,500	A	\$ 1.5	116,671	D	
Common Stock	01/30/2017		<u>G⁽¹⁾</u>	95,000	D	\$ 0	21,671	D	
Common Stock	01/30/2017		<u>G⁽¹⁾</u>	95,000	A	\$ 0	110,742	I	Held by the Joel S. Marcus and Barbara A. Marcus Family Trust
Common Stock							47,425	I	See Footnote <u>(2)</u>
Common Stock							1,143,731	I	See Footnote <u>(3)</u>

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

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 3.26	01/26/2017		M	20,000	<u>(4)</u>	06/21/2023	Common Stock	20,000

Stock Option (right to buy)	\$ 3.26	01/26/2017	M	12,500	<u>(4)</u>	06/21/2023	Common Stock	12,500
Stock Option (right to buy)	\$ 2.84	01/26/2017	M	12,500	<u>(4)</u>	05/01/2022	Common Stock	12,500
Stock Option (right to buy)	\$ 2.74	01/26/2017	M	12,500	<u>(4)</u>	12/22/2020	Common Stock	12,500
Stock Option (right to buy)	\$ 2.74	01/26/2017	M	12,500	<u>(4)</u>	06/11/2020	Common Stock	12,500
Stock Option (right to buy)	\$ 1.5	01/26/2017	M	12,500	<u>(4)</u>	12/19/2018	Common Stock	12,500
Stock Option (right to buy)	\$ 1.5	01/26/2017	M	12,500	<u>(4)</u>	12/13/2017	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARCUS JOEL S C/O ALEXANDRIA REAL ESTATE EQUITIES, INC. 385 EAST COLORADO BOULEVARD, SUITE 299 PASADENA, CA 91101	X			

Signatures

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

01/30/2017

**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) On January 30, 2017, the aggregate of 95,000 shares of common stock acquired by Mr. Marcus upon the exercise of stock options was transferred for no consideration to the Joel S. Marcus and Barbara A. Marcus Family Trust.

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- (2) Consists of shares of common stock held by Alexandria Real Estate Equities, Inc. of which Mr. Marcus is the Chairman, CEO and Founder. As an officer of Alexandria Real Estate Equities, Inc., Mr. Marcus may be deemed to have voting and investment power with respect to the shares owned by Alexandria Real Estate Equities, Inc. Mr. Marcus disclaims beneficial ownership of the shares held by Alexandria Real Estate Equities, Inc., except to the extent of his underlying pecuniary interest therein.

- (3) Consists of shares of common stock held by Alexandria Equities, LLC. Mr. Marcus is the Chairman, CEO and Founder of Alexandria Real Estate Equities, Inc., which is the managing member of Alexandria Equities, LLC, which has full voting and investment power with respect to the shares owned by Alexandria Equities, LLC. As an officer of Alexandria Real Estate Equities, Inc., Mr. Marcus may be deemed to have voting and investment power with respect to the shares owned by Alexandria Equities, LLC. Mr. Marcus disclaims beneficial ownership of the shares held by Alexandria Equities, LLC, except to the extent of his underlying pecuniary interest therein.

- (4) All shares underlying this option have vested.

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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