

Intra-Cellular Therapies, Inc.  
Form S-8  
June 21, 2018

As filed with the Securities and Exchange Commission on June 21, 2018

Registration No. 333 -

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**INTRA-CELLULAR THERAPIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**430 East 29th Street**

**36-4742850**  
(I.R.S. Employer  
Identification No.)

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**New York, New York 10016**

**(646) 440-9333**

**(Address, including zip code, of principal executive offices)**

**INTRA-CELLULAR THERAPIES, INC.**

**2018 EQUITY INCENTIVE PLAN**

**(Full Title of the Plan)**

**Michael I. Halstead**

**Senior Vice President, General Counsel and Secretary**

**Intra-Cellular Therapies, Inc.**

**430 East 29th Street**

**New York, New York 10016**

**(646) 440-9333**

**(Name, address and telephone number, including area code, of agent for service)**

*Copies to:*

**William C. Hicks, Esq.**

**Megan N. Gates, Esq.**

**John P. Condon, Esq.**

**Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.**

**One Financial Center**

**Boston, Massachusetts 02111**

**(617) 542-6000**

**Facsimile: (617) 542-2241**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  
 Non-accelerated filer (Do not check if a smaller reporting company)  Smaller reporting company  
 Emerging growth company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$0.0001 per share	9,762,385 shares	\$20.24 - 20.39	\$197,599,672.42	\$24,601.16

- (1) The number of shares of common stock, par value \$0.0001 per share ( Common Stock ), of Intra-Cellular Therapies, Inc. (the Registrant ), stated above consists of the aggregate number of shares which may be sold (i) upon the exercise of options which have been granted under the Registrant's 2018 Equity Incentive Plan (the 2018 Plan ) (60,000 shares), (ii) upon the vesting of restricted stock units which have been granted under the 2018 Plan (28,378 shares), and (iii) upon the exercise of options or issuance of stock-based awards which may hereafter be granted under the 2018 Plan (9,674,007 shares). The maximum number of shares which may be sold upon the exercise of such options or issuance of stock-based awards granted under the 2018 Plan is subject to adjustment in accordance with certain anti-dilution and other provisions of the 2018 Plan. Accordingly, pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement covers, in addition to the number of shares stated above, an indeterminate number of shares which may be subject to grant or otherwise issuable after the operation of any such anti-dilution and other provisions.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) promulgated under the Securities Act. The offering price per share and the aggregate offering price (a) for outstanding options granted under the 2018 Plan are based upon the weighted-average exercise price of such outstanding options, and (b) for outstanding restricted stock units granted under the 2018 Plan or shares reserved for future grant or issuance under the 2018 Plan are based on the average of the high and the low price of Registrant's Common Stock as reported on The Nasdaq Global Select Market, as of a date (June 19, 2018) within five business days prior to filing this Registration Statement. The chart below details the calculations of the registration fee:

<b>Securities</b>	<b>Number of</b>	<b>Aggregate</b>
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	<b>Shares</b>	<b>Offering Price Per Share (2)</b>	<b>Offering Price</b>
Shares issuable upon the exercise of outstanding options granted under the 2018 Plan	60,000 (3)	\$20.39 (2)(a)	\$1,223,400.00
Shares issuable upon the vesting of outstanding restricted stock units granted under the 2018 Plan	28,378 (3)	\$20.24 (2)(b)	\$574,370.72
Shares reserved for future grant under the 2018 Plan	9,674,007 (3)	\$20.24 (2)(b)	\$195,801,901.70
Proposed Maximum Aggregate Offering Price			\$197,599,672.42
<b>Registration Fee</b>			<b>\$24,601.16</b>

- (3) Consists of (i) 4,750,000 shares of Common Stock, (ii) 642,915 shares of Common Stock that were available for grant under the Registrant's Amended and Restated 2013 Equity Incentive Plan (the "2013 Plan") as of the effective date of the 2018 Plan, and (iii) 4,369,470 shares of Common Stock subject to outstanding stock awards granted under the 2013 Plan or the Registrant's 2003 Equity Incentive Plan (the "2003 Plan") that may become available for issuance under the 2018 Plan.

## EXPLANATORY NOTE

This Registration Statement registers an aggregate of 9,762,385 shares of the Registrant's common stock reserved under the Registrant's 2018 Equity Incentive Plan (the 2018 Plan), consisting of (i) 4,750,000 shares of Common Stock, (ii) 642,915 shares of Common Stock that were available for grant under the Registrant's Amended and Restated 2013 Equity Incentive Plan (the 2013 Plan) as of the effective date of the 2018 Plan, and (iii) 4,369,470 shares of Common Stock subject to outstanding stock awards granted under the 2013 Plan or the Registrant's 2003 Equity Incentive Plan (the 2003 Plan) that may become available for issuance under the 2018 Plan, as such shares become available from time to time. This Registration Statement registers additional securities of the same class as other securities for which a registration statement filed on Form S-8 of the Registrant relating to an employee benefit plan is effective (SEC File No. 333-193310). The information contained in the Registrant's registration statement on Form S-8 (SEC File No. 333-193310) is hereby incorporated by reference pursuant to General Instruction E of Form S-8.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

Exhibit		Filed	Form or	Filing Date	SEC File/ Reg. Number
Number	Exhibit Description	Herewith	Schedule		
4.1	<u>Restated Certificate of Incorporation of the Registrant, as filed with the Secretary of State of the State of Delaware on November 7, 2013.</u>		S-1/A (Exhibit 3.1)	11/26/13	333-191238
4.2	<u>Restated Bylaws of the Registrant.</u>		8-K (Exhibit 3.5)	9/5/2013	000-54896
4.3	<u>Form of common stock certificate.</u>		8-K (Exhibit 4.1)	9/5/2013	000-54896
4.4	.1 <u>Warrant to Purchase Common Stock dated April 19, 2013 issued to Alzheimer Drug Discovery Foundation, Inc.</u>		8-K (Exhibit 4.2.1)	9/5/2013	000-54896
	.2 <u>Amendment dated August 29, 2013 to Warrant to Purchase Common Stock dated April 19, 2013 issued to Alzheimer Drug Discovery</u>		8-K (Exhibit 4.2.2)	9/5/2013	000-54896

Foundation, Inc.

5.1	<u>Opinion of Mintz, Levin, Cohn, Glovsky and Popeo, P.C.</u>	X			
23.1	<u>Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in opinion of counsel filed as Exhibit 5.1).</u>	X			
23.2	<u>Consent of Ernst &amp; Young LLP.</u>	X			
24.1	<u>Power of Attorney to file future amendments (set forth on the signature page of this Registration Statement).</u>				
99.1	<u>2018 Equity Incentive Plan.</u>		8-K	6/21/2018	001-36274
			(Exhibit 10.1)		
99.2	<u>Form of Stock Option Agreement under the 2018 Equity Incentive Plan.</u>		8-K	6/21/2018	001-36274
			(Exhibit 10.2)		

99.3	<u>Form of Director Stock Option Agreement under the 2018 Equity Incentive Plan.</u>	8-K	6/21/2018	001-36274
		(Exhibit 10.3)		
99.4	<u>Form of Restricted Stock Unit Agreement under the 2018 Equity Incentive Plan.</u>	8-K	6/21/2018	001-36274
		(Exhibit 10.4)		
99.5	<u>Form of Director Restricted Stock Unit Agreement under the 2018 Equity Incentive Plan.</u>	8-K	6/21/2018	001-36274
		(Exhibit 10.5)		

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**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York on June 21, 2018.

**INTRA-CELLULAR THERAPIES, INC.**

By /s/ Sharon Mates, Ph.D.  
 Sharon Mates, Ph.D.  
 Chairman, President and Chief Executive  
 Officer

Each person whose signature appears below constitutes and appoints Sharon Mates, Ph.D., Lawrence J. Hinline and Michael I. Halstead, and each of them singly, her or his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for her or him and in her or his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Intra-Cellular Therapies, Inc., and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as she or he might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Sharon Mates, Ph.D. Sharon Mates, Ph.D.	Chairman, President and Chief Executive Officer (principal executive officer)	June 21, 2018
/s/ Lawrence J. Hinline Lawrence J. Hinline	Vice President of Finance and Chief Financial Officer (principal financial officer and principal accounting officer)	June 21, 2018
/s/ Christopher Alafi, Ph.D. Christopher Alafi, Ph.D.	Director	June 21, 2018
/s/ Richard Lerner, M.D. Richard Lerner, M.D.	Director	June 21, 2018
/s/ Joel S. Marcus	Director	June 21, 2018



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Joel S. Marcus

/s/ Rory B. Riggs

Director

June 21, 2018

Rory B. Riggs

/s/ Robert L. Van Nostrand

Director

June 21, 2018

Robert L. Van Nostrand