

Intra-Cellular Therapies, Inc.  
Form 8-K  
May 28, 2015

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

**Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 28, 2015**

**Intra-Cellular Therapies, Inc.**

**(Exact name of registrant as specified in its charter)**

**Commission File Number: 001-36274**

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

**36-4742850**  
**(IRS Employer**  
  
**Identification No.)**

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**430 East 29th Street**

**New York, New York 10016**

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

**(212) 923-3344**

**(Registrant's telephone number, including area code)**

**Not applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 1.01 Entry Into a Material Definitive Agreement.**

On May 28, 2015, Intra-Cellular Therapies, Inc. (the Company) entered into a Sales Agreement (the Agreement) with Cowen and Company, LLC (Cowen) with respect to an at-the-market offering program, under which the Company may offer and sell, from time to time at its sole discretion, shares of its common stock, par value \$0.0001 per share (the Common Stock), having an aggregate offering price of up to \$50,000,000 (the Placement Shares) through Cowen as its sales agent. The issuance and sale, if any, of the Placement Shares by the Company under the Agreement is subject to the effectiveness of the Company's registration statement on Form S-3, to be filed with the Securities and Exchange Commission on May 28, 2015. The Company makes no assurances as to if or when the registration statement will become effective or, if it does become effective, as to the continued effectiveness of the registration statement.

After the registration statement becomes effective, Cowen may sell the Placement Shares by any method permitted by law deemed to be an at the market offering as defined in Rule 415 of the Securities Act of 1933, as amended, including, without limitation, sales made by means of ordinary brokers transactions on The NASDAQ Global Select Market or otherwise at market prices prevailing at the time of sale, in block transactions, or as otherwise directed by the Company. Cowen will use commercially reasonable efforts to sell the Placement Shares from time to time, based upon instructions from the Company (including any price, time or size limits or other customary parameters or conditions the Company may impose). The Company will pay Cowen a commission of up to three percent (3.0%) of the gross sales proceeds of any Placement Shares sold through Cowen under the Agreement, and also has provided Cowen with customary indemnification and contribution rights.

The Company is not obligated to make any sales of Common Stock under the Agreement. The offering of Placement Shares pursuant to the Agreement will terminate upon the earlier of (i) the sale of all Placement Shares subject to the Agreement, or (ii) termination of the Agreement in accordance with its terms.

The foregoing description of the Agreement is not complete and is qualified in its entirety by reference to the full text of the Agreement, a copy of which is filed herewith as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the securities discussed herein, nor shall there be any offer, solicitation, or sale of the securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

**ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

**Number**

**Description**

|      |                                                                                                              |
|------|--------------------------------------------------------------------------------------------------------------|
| 10.1 | Sales Agreement dated May 28, 2015 by and between Intra-Cellular Therapies, Inc., and Cowen and Company, LLC |
|------|--------------------------------------------------------------------------------------------------------------|

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**INTRA-CELLULAR THERAPIES, INC.**

By: /s/ Lawrence J. Hinline  
Lawrence J. Hinline  
Vice President of Finance and Chief  
Financial Officer

Date: May 28, 2015