

Intra-Cellular Therapies, Inc.  
Form 8-K  
September 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): September 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)**

**430 East 29th Street**

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

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**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 8.01 Other Events.**

On September 28, 2015, Intra-Cellular Therapies, Inc. (the Company ) issued a press release (the Closing Press Release ) announcing that it had closed its previously announced public offering of 6,900,000 shares of its common stock at a public offering price of \$43.50 per share. The Company sold an aggregate of 7,935,000 shares of its common stock, including 1,035,000 additional shares which the underwriters exercised their option to purchase, with net proceeds to the Company of approximately \$327.4 million, after deducting underwriting discounts and commissions and estimated offering expenses.

The Company s Closing Press Release is filed as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

**ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Press release dated September 28, 2015.

**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: September 28, 2015