

Intra-Cellular Therapies, Inc.  
Form 8-A12B  
January 24, 2014

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Intra-Cellular Therapies, Inc.**

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

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

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

**3960 Broadway**

**New York, New York 10032**

**(Address of principal executive offices) (Zip Code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Common Stock, par value \$0.0001 per share</b>	<b>The NASDAQ Stock Market LLC</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities Act registration statement file number to which this form relates:**

**333-193313**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

**Item 1. Description of Registrant's Securities to be Registered**

For a description of the Registrant's common stock, par value \$0.0001 per share, to be registered hereunder, reference is made to the information set forth under the heading "Description of Capital Stock - Common Stock" in the Registrant's prospectus that constitutes a part of the Registrant's Registration Statement on Form S-1, as amended (File No. 333-193313) (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), which information is hereby incorporated by reference. Any form of prospectus subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act that constitutes part of the Registration Statement shall be deemed to be incorporated herein by reference.

**Item 2. Exhibits**

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**INTRA-CELLULAR THERAPIES, INC.**

Date: January 24, 2014

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