

Intra-Cellular Therapies, Inc.  
Form 8-K  
September 26, 2017

**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 26, 2017**

**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)**

**(646) 440-9333**

**(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**ITEM 8.01 Other Events.**

On September 26, 2017, Intra-Cellular Therapies, Inc. (the Company) issued a press release announcing it has commenced an underwritten public offering of \$150 million of shares of its common stock, and its intention to grant the underwriters a 30-day option to purchase up to an additional 15% of the shares of common stock offered in the public offering. All of the shares in the offering will be sold by the Company. A copy of the press release is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

J.P. Morgan Securities LLC and Leerink Partners LLC are acting as joint book-running managers for the offering. The offering is subject to market and other conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

On September 26, 2017, the Company filed with the Securities and Exchange Commission a preliminary prospectus supplement to its effective shelf registration statement on Form S-3 (the Preliminary Prospectus Supplement) pursuant to Rule 424 under the Securities Act of 1933, as amended, relating to the aforementioned proposed public offering of shares of the Company's common stock. The Preliminary Prospectus Supplement contains updated risk factors in the section entitled Risk Factors, which is attached hereto as Exhibit 99.2 and incorporated herein by reference.

This Current Report on Form 8-K, including the exhibits hereto, shall not constitute an offer to sell or the solicitation of an offer to buy the securities of the Company, which is being made only by means of a written prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, nor shall there be any offer, solicitation, or sale of the securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

**ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 99.1                  | <u>Press Release of Intra-Cellular Therapies, Inc., dated September 26, 2017.</u>  |
| 99.2                  | <u>Risk factors included in Intra-Cellular Therapies, Inc.'s Preliminary Prospectus Supplement dated September 26, 2017 to the Registration Statement on Form S-3 (File No. 333-213495).</u> |

**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 26, 2017