

Intra-Cellular Therapies, Inc.
 Form 4
 December 07, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ALAFI MOSHE

2. Issuer Name and Ticker or Trading Symbol
Intra-Cellular Therapies, Inc. [ITCI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
12/06/2016

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

C/O ALAFI CAPITAL COMPANY, LLC, 8 ADMIRAL DRIVE, SUITE 324

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 X Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

EMERYVILLE, CA 94608

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/06/2016		P		44,174	A	\$ 16.3319 <u>(1)</u>	3,674,379	I	Held by Alafi Capital Company, LLC <u>(2)</u>
Common Stock	12/07/2016		P		20,826	A	\$ 16.1355 <u>(3)</u>	3,695,205	I	Held by Alafi Capital Company, LLC <u>(2)</u>

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V	(A)	(D)	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALAFI MOSHE C/O ALAFI CAPITAL COMPANY, LLC 8 ADMIRAL DRIVE, SUITE 324 EMERYVILLE, CA 94608			X	

Signatures

/s/ Lawrence J. Hinline,
Attorney-in-fact
Date: 12/07/2016

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$15.28 to \$16.50 per share, inclusive.
- (2) Mr. Alafi is a managing partner of Alafi Capital Company, LLC and may be deemed to beneficially own the shares held by Alafi Capital Company, LLC. Mr. Alafi disclaims beneficial ownership of the securities held by Alafi Capital Company, LLC except to the extent of his pecuniary interest therein.
- (3) The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$15.91 to \$16.37 per share, inclusive.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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