

Intra-Cellular Therapies, Inc.  
Form 8-K  
July 03, 2014

**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): June 30, 2014**

**Intra-Cellular Therapies, Inc.**

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

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**3960 Broadway, New York, New York**

**001-36274**  
**(Commission**

**File Number)**

**36-4742850**  
**(I.R.S. Employer**

**Identification No.)**

**10032**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (212) 923-3344**

**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 (*see* General Instruction A.2. below):

- .. 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 5.07 Submission of Matters to a Vote of Security Holders.**

(a) On June 30, 2014, the Company held its 2014 Annual Meeting of Stockholders. Of 29,227,745 shares of common stock issued and outstanding and eligible to vote as of the record date of May 14, 2014, a quorum of 25,055,999 shares, or 85% of the eligible shares, was present in person or represented by proxy.

(b) The following actions were taken at such meeting:

1. The following nominees were reelected to serve on the Company's Board of Directors as Class 1 Directors until the Company's 2017 annual meeting of stockholders and until their successors are duly elected and qualified, based on the following votes:

<b>Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Richard Lerner, M.D.	19,124,984	4,956,009	975,006
Sir Michael Rawlins, M.D., FRCP, FMedSci	19,124,984	4,956,009	975,006

2. The selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2014 was ratified, based on the following results:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
25,054,595	1,004	400	0

**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, Chief Financial Officer and Secretary

Date: July 3, 2014