

Intra-Cellular Therapies, Inc.

Form 5

February 14, 2014

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
NLBDIT 2010 SERVICES, LLC

(Last) (First) (Middle)

C/O SUNRISE SECURITIES
CORP., 600 LEXINGTON
AVENUE, 23RD FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
08/29/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ☒ Other (specify below)
former 10% owner

6. Individual or Joint/Group Reporting

(check applicable line)

____ Form Filed by One Reporting Person
☒ Form Filed by More than One Reporting
Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.0001 per share ("Common Stock")	08/29/2013	Â	U ⁽¹⁾	5,000,000 D	\$ 0.012 0	D	Â

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Common Stock	08/29/2013	Â	<u>U</u> (1)	5,000,000	D	\$ 0.012	0	I	Footnote (2)
Common Stock	08/29/2013	Â	<u>U</u> (1)	5,000,000	D	\$ 0.012	0	I	Footnote (3)

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

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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. of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NLBDIT 2010 SERVICES, LLC
C/O SUNRISE SECURITIES CORP.
600 LEXINGTON AVENUE, 23RD FLOOR
NEW YORK, NY 10022

Â Â Â former 10% owner

NATHAN LOW 2008 IRREVOCABLE TRUST
C/O SUNRISE SECURITIES CORP.
600 LEXINGTON AVENUE, 23RD FLOOR
NEW YORK, NY 10022

Â Â Â former 10% owner

LOW NATHAN A
C/O SUNRISE SECURITIES CORP.
600 LEXINGTON AVENUE, 23RD FLOOR
NEW YORK, NY 10022

Â Â Â former 10% owner

Signatures

/s/ Samir Masri, Manager of NLBDIT 2010 Services LLC

02/14/2013

**Signature of Reporting Person

Date

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/s/ Nathan A. Low, Trustee of The Nathan Low 2008 Irrevocable Trust

02/14/2013

__Signature of Reporting Person

Date

/s/ Nathan A. Low

02/14/2013

__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) On August 29, 2013, the issuer repurchased 5,000,000 shares of common stock for an aggregate purchase price of \$60,000 from NLBDIT 2010 Services, LLC (the "Reporting Person") in connection with a change in control transaction.

Represents the shares of common stock owned of record by the Reporting Person and beneficially by The Nathan Low 2008 Irrevocable Trust ("Low Trust"). The Low Trust owns 100% of the outstanding membership interests of the Reporting Person and may be deemed to beneficially own the shares of common stock held of record by the Reporting Person.

Represents the shares of Common Stock owned of record by the Reporting Person and beneficially by Nathan A. Low. Mr. Low is the family trustee of the Low Trust and has voting and dispositive control over any securities owned of record or beneficially by the Low Trust. Therefore, Mr. Low may be deemed to beneficially own the shares of common stock held by the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.