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DELTA REPORT

10-K

ITCI - INTRA-CELLULAR THERAPIES,

10-K - DECEMBER 31, 2024 COMPARED TO 10-K - DECEMBER 31, 2023

The following comparison report has been automatically generated

TOTAL DELTAS	2882
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 CHANGES	305
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 DELETIONS	984
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 ADDITIONS	1593
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

X ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2023 December 31, 2024

OR

O TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission file number: 001-36274

Intra-Cellular Therapies, Inc.

(Exact name of registrant as specified in its charter)

Delaware 36-4742850
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

430 East 29th Street 135 Route 202/206, Suite 6
Bedminster, New York, New York 10016 Jersey 07921
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (646) 440-9333
Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 Par Value Per Share	ITCI	The Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Exchange Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes o No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	x	Accelerated filer	o
Non-accelerated filer	o	Smaller reporting company	o
		Emerging growth company	o

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. o

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. x

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. o

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to § 240.10D-1(b). o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

The aggregate market value of the registrant's voting and non-voting common stock held by non-affiliates of the registrant (without admitting that any person whose shares are not included in such calculation is an affiliate) computed by reference to the price at which the common stock was last sold as of the last business day of the registrant's most recently completed second fiscal quarter was approximately \$6.0 billion \$7.1 billion.

As of February 20, 2024 February 19, 2025, the registrant had 96,807,191 106,327,952 shares of common stock outstanding.

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DOCUMENTS INCORPORATED BY REFERENCE

The following documents (or parts thereof) are If the Registrant's Definitive Proxy Statement relating to the 2025 Annual Meeting of Stockholders (the "Proxy Statement") is filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K, then portions of the Proxy Statement will be incorporated by reference into the following parts of this Form 10-K: Certain information required in Part III of this Annual Report on Form 10-K 10-K. If the Proxy Statement is not filed within such 120-day period, then the Registrant will file an amendment to this Annual Report (the "Form 10-K/A") within such 120-day period that will contain the information required to be included or incorporated by reference from the Registrant's Proxy Statement for the 2024 into Part III of this Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission. Report.

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PART I

All brand names or trademarks appearing in this report are the property of their respective holders. Use or display by us of other parties' trademarks, trade dress, or products in this report is not intended to, and does not, imply a relationship with, or endorsements or sponsorship of, us by the trademark or trade dress owners. Unless the context requires otherwise, references in this report to the "Company," "we," "us," and "our" refer to Intra-Cellular Therapies, Inc. and its wholly-owned subsidiary, ITI, Inc.

Item 1. BUSINESS

Overview

We are a biopharmaceutical company focused on the discovery, clinical development and commercialization of innovative, small molecule drugs that address underserved medical needs primarily in neuropsychiatric psychiatric and neurological disorders by targeting intracellular signaling mechanisms within disorders.

On January 10, 2025, we entered into a definitive agreement with Johnson & Johnson pursuant to which Johnson & Johnson has agreed to acquire the central nervous system, or CNS. Company for \$132 per share in cash, for a total equity value of approximately \$14.6 billion, on the terms and subject to the conditions set forth therein. The transaction is expected to close this year, subject to customary closing conditions, including approval of our stockholders and receipt of required regulatory approvals. See Part I, Item 1A, "Risk Factors," Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and Note 1 of the Notes to Consolidated Financial Statements included in this Annual Report on Form 10-K for additional information regarding the transaction.

Commercial Product

In December 2019, CAPLYTA® (lumateperone) was approved by the U.S. Food and Drug Administration, or the FDA, for the treatment of schizophrenia in adults (42 mg/day) and we initiated the commercial launch of CAPLYTA in March 2020. In December 2021, CAPLYTA was approved by the FDA for the treatment of bipolar depression in adults (42 mg/day). We initiated the commercial launch of CAPLYTA for the treatment of bipolar depression in December 2021. Additionally, in April 2022, the FDA approved two additional dosage strengths of CAPLYTA, 10.5 mg and 21 mg capsules, to provide dosage recommendations for patients concomitantly taking strong or moderate CYP3A4 inhibitors, and 21 mg capsules for patients with moderate or severe hepatic impairment (Child-Pugh class B or C). We initiated the commercial launch of these special population doses in August 2022. As used in this report, "CAPLYTA" refers to lumateperone approved by the FDA for the

treatment of schizophrenia in adults and for the treatment of bipolar depression in adults, and “lumateperone” refers to, where applicable, CAPLYTA as well as lumateperone for the treatment of indications beyond schizophrenia and bipolar depression.

Our Product

In December 2019, CAPLYTA was approved by the FDA for the treatment of schizophrenia in adults (42 mg/day) and we initiated the commercial launch of CAPLYTA in March 2020. In support of our commercialization efforts, we employ a national sales force. In December 2021, CAPLYTA was approved by the FDA for the treatment of bipolar depression in adults (42 mg/day). CAPLYTA is the only FDA-approved treatment for depressive episodes associated with bipolar I or II disorder (bipolar depression) in adults as monotherapy and as adjunctive therapy with lithium or valproate. We initiated the commercial launch of CAPLYTA for the treatment of bipolar depression in December 2021. In addition, the FDA approved two additional dosage strengths, 10.5 mg and 21 mg, for special populations of patients, in April 2022. We initiated the commercial launch for these special population doses in August 2022.

The efficacy of CAPLYTA 42 mg in schizophrenia was demonstrated in two placebo-controlled trials, showing a statistically significant separation from placebo on the primary endpoint, the Positive and Negative Syndrome Scale, or PANSS, total score. The most common adverse reactions (>5% and twice the rate of placebo) for the recommended dose of CAPLYTA versus placebo were somnolence/sedation (24% vs. 10%) and dry mouth (6% vs. 2%). In pooled data from short term studies, mean changes from baseline in weight gain, fasting glucose, triglycerides and total cholesterol were similar between CAPLYTA and placebo. The incidence of extrapyramidal symptoms was 6.7% for CAPLYTA and 6.3% for placebo.

The efficacy of CAPLYTA 42 mg in bipolar depression was demonstrated in two **positive Phase 3** placebo-controlled **bipolar depression studies, trials**, which evaluated the effects of CAPLYTA on depression in adult patients with bipolar I or bipolar II disorder both as monotherapy (**Study 404**) and as adjunctive therapy with lithium or **valproate (Study 402)**. **valproate**. In these studies, the efficacy of CAPLYTA 42 mg was established by demonstrating statistically significant improvements over placebo for the change from baseline in the Montgomery-Asberg Depression Rating scale, or MADRS, total **score at Week 6, score**. CAPLYTA 42 mg also showed a statistically significant improvement in the key secondary endpoint relating to clinical global impression of bipolar disorder in each study. In addition, CAPLYTA demonstrated a favorable tolerability and safety profile consistent with findings in prior clinical studies in schizophrenia. The most common reported adverse reactions (occurring at a rate of 5% or more and at least twice the rate of placebo) were somnolence/sedation, dizziness, nausea, and dry mouth. Mean changes from baseline in weight, fasting glucose, total cholesterol, triglycerides, and LDL cholesterol were similar between CAPLYTA and placebo.

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Our Development Programs

Our pipeline includes several product candidates in clinical development and additional product candidates in non-clinical testing. We believe that our product candidates offer innovative therapeutic approaches and may provide advantages relative to current therapies. The following table summarizes our product candidates and programs:

OUR THERAPEUTIC PIPELINE



The safety and efficacy of investigational agents and/or investigational uses of approved products have not been established.

Lumateperone Development Program

The efficacy of lumateperone could be mediated through a combination of antagonist activity at central serotonin 5-HT_{2A} receptors and postsynaptic antagonist activity at central dopamine D₂ receptors. In terms of pharmacodynamics, lumateperone has high binding affinity for serotonin 5-HT_{2A} receptors and moderate binding affinity for dopamine D₂ receptors, serotonin transporters, dopamine D₁ receptors, dopamine D₄ receptors and adrenergic alpha 1A and alpha 1B receptors. It lacks biologically relevant interactions with other receptors including muscarinic and histaminergic receptors. As a result, we believe lumateperone may represent a potential treatment across multiple therapeutic indications.

Lumateperone for the treatment of major depressive disorder and other mood disorders

As a potent 5-HT_{2A} receptor antagonist and serotonin reuptake inhibitor, we believe that lumateperone could improve symptoms of depression. Dopamine modulation by lumateperone may also reduce irritability and aggression that can accompany many mood disorders. Lumateperone, as a standalone agent, indirectly enhances glutamatergic neurotransmission through both AMPA and NMDA channels in the prefrontal cortex via lumateperone's dopamine D₁ receptor activation. By enhancing AMPA neurotransmission, lumateperone also activates key proteins in the mTOR pathway which has shown antidepressant effects. As such, lumateperone may represent a potential treatment for mood disorders including major depressive disorder, or MDD.

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Lumateperone is in Phase 3 clinical development as a novel treatment for MDD. Clinical conduct in Study 501, Study 502 In April 2024 and Study 505, global June 2024, we announced positive topline results from our Phase 3 clinical trials, Study 501 and Study 502, respectively, evaluating lumateperone 42 mg as an adjunctive therapy to antidepressants for the treatment of MDD. In both studies, lumateperone 42 mg given once daily as adjunctive therapy to antidepressants met the primary endpoint by demonstrating a statistically significant and clinically meaningful reduction in the Montgomery Asberg Depression Rating Scale (MADRS) total score compared to placebo at Week 6. In Study 501, in the modified intent-to-treat (mITT) study population, the least squares (LS) mean reduction from baseline for lumateperone 42 mg was 14.7 points, versus 9.8 points for placebo (LS mean difference = -4.9 points; p<0.0001; ES= 0.61). In Study 502, in the mITT study population, the LS mean reduction from baseline for lumateperone 42 mg was 14.7 points, versus 10.2 points for placebo (LS mean difference= -4.5 points; p<0.0001; ES= 0.56). Lumateperone 42 mg also met the key secondary endpoint in both studies by demonstrating a statistically significant and clinically meaningful reduction in the Clinical Global Impression Scale for Severity of Illness (CGI-S) score compared to placebo at Week 6 (Study 501: p<0.0001; ES= 0.67; Study 502: p<0.0001; ES= 0.51). In Study 501, statistically significant efficacy was seen at the earliest time point tested (Week 1) and maintained throughout the study in both the primary and the key secondary endpoints. In Study 502, numerical improvement versus placebo on the MADRS total score was seen as early as Week 1 and statistically significant efficacy was seen at Week 2 and maintained throughout the study, and statistically significant separation on the CGI-S versus placebo was observed starting at Week 3 and maintained throughout the study. In both Studies 501 and 502, lumateperone 42 mg robustly improved depressive symptoms as reported by patients as measured by the Quick Inventory of Depressive Symptomatology Self Report (QIDS-SR-16) (p<0.0001). Lumateperone was generally safe and well-tolerated in these studies. In the pooled safety data for Studies 501 and 502, the most commonly reported adverse events that were observed at a rate greater than or equal to 5% and greater than twice the rate of placebo in the total population were dizziness (16.6% v. 5.0%), dry mouth (12.6% v. 3.3%), somnolence (12.4% v. 2.3%), nausea (8.5% v. 4.0%) and fatigue (7.7% v. 1.7%).

We recently completed clinical conduct of our open label roll-over study, Study 503, to assess long-term safety in patients with MDD. In Study 503, long-term treatment with lumateperone 42 mg was generally safe and well tolerated in adult patients with MDD.

In December 2024, we announced that we submitted a supplemental new drug application, or sNDA, to the FDA for potential regulatory approval of lumateperone for MDD is ongoing. in adults, as adjunctive therapy to antidepressants. In the first quarter of 2025, the FDA accepted the sNDA for review.

We are currently conducting an additional global Phase 3 clinical trial, Study 505, is intended to serve as a potential additional registration trial in support of a supplemental New Drug Application, or sNDA, for approval of evaluating lumateperone 42 mg as an adjunctive therapy to antidepressants for the treatment of MDD, if needed. This MDD. Following our positive results in Studies 501 and 502, we have amended the entry criteria of Study 505 to obtain additional clinical experience with lumateperone in patients who have had an inadequate response to a greater number of antidepressants. The objective of this study is a common strategy employed in mood disorder development programs. We expect to announce topline results from Study 501 in April further expand the large body of 2024 and Study 502 late in the second quarter of 2024 and, subject to the results of these studies, we expect to file an sNDA with the FDA for approval of evidence supporting lumateperone as an adjunctive therapy to antidepressants for the treatment of MDD in the second half of 2024.

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antidepressant efficacy across different patient populations.

In the first quarter of 2020, as part of our lumateperone bipolar depression clinical program, we initiated our third monotherapy Phase 3 study, Study 403, evaluating lumateperone as monotherapy in the treatment of major depressive episodes associated with bipolar I or bipolar II disorder. Following the positive results in our adjunctive study that was part of our bipolar depression clinical program, Study 402, we amended Study 403 to evaluate major depressive episodes with mixed features in bipolar disorder in patients with bipolar I or bipolar II disorder and mixed features in patients with MDD. In March 2023, we announced positive topline results from Study 403 as lumateperone 42 mg given once daily met the primary endpoint in the study by demonstrating a statistically significant and clinically meaningful reduction in the **Montgomery-Asberg Depression Rating Scale (MADRS)** MADRS total score compared to placebo at Week 6 in the combined patient population of MDD with mixed features and bipolar depression with mixed features (5.7 point reduction vs. placebo; $p < 0.0001$; Cohen's d effect size (ES) of 0.64). Robust results were also seen in the individual patient population of MDD with mixed features (5.9 point reduction vs. placebo; $p < 0.0001$; ES= 0.67), and in the individual patient population of bipolar depression with mixed features (5.7 point reduction vs. placebo; $p < 0.0001$; ES= 0.64). Additionally, lumateperone 42 mg met the key secondary endpoint in the study by demonstrating a statistically significant and clinically meaningful reduction in the clinician's assessment of improvement in the overall severity on the **Global Impression of Severity Scale (CGI-S)** CGI-S score compared to placebo at Week 6 in the combined patient population of MDD with mixed features and bipolar depression with mixed features ($p < 0.0001$; ES= 0.59) and in the individual patient population of MDD with mixed features ($p = 0.0003$; ES= 0.57), as well as the individual patient population of bipolar depression with mixed features ($p < 0.0001$; ES=0.61).

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We also have an ongoing study, completed Study 304, evaluating lumateperone for the prevention of relapse in patients with schizophrenia. schizophrenia and announced topline results in November 2024. The study is being was conducted in five phases consisting of a screening phase; a 6-week, open-label run-in phase during which all patients will receive 42 mg of lumateperone per day; a 12-week, open-label stabilization phase during which all patients will receive 42 mg of lumateperone per day; a double-blind treatment phase, 26 weeks in duration, during which patients receive either 42 mg of lumateperone per day or placebo (1:1 ratio); and a 2-week safety follow-up phase. On the primary endpoint, time to relapse during the double-blind treatment phase was significantly longer in patients receiving lumateperone compared to those receiving placebo ($p=0.0002$). There were 18 relapses (16.4%) in the lumateperone group versus 44 relapses (38.6%) in the placebo group. Treatment with lumateperone was associated with 63% reduction in risk of relapse versus placebo (hazard ratio [95% CI] = 0.37, [0.22, 0.65]. Lumateperone also met the key secondary endpoint, time to all cause discontinuation during the double-blind phase ($p=0.0007$). This study is being was conducted in accordance with our post approval marketing commitment to the FDA in connection with the approval of CAPLYTA for the treatment of schizophrenia as is typical for antipsychotics.

Other Indications for Lumateperone

Within the lumateperone portfolio, we are conducting or are in the process of initiating, studies with pediatric patients in schizophrenia, bipolar disorder and irritability associated with autism spectrum disorder. Our lumateperone pediatric program includes a double-blind, placebo-controlled study in bipolar depression and two double-blind, placebo-controlled studies in irritability associated with autism spectrum disorder. Additionally, the program includes an open-label safety study in schizophrenia and bipolar disorder. Patient enrollment is ongoing in the open-label safety study, the double-blind, placebo-controlled study in bipolar depression and the two double-blind, placebo-controlled studies in irritability associated with autism spectrum disorder.

In addition, in the second quarter of 2024, we initiated two Phase 3 studies evaluating lumateperone for the acute treatment of manic or mixed episodes associated with bipolar I disorder (bipolar mania). Our adult bipolar mania program is the result of an agreement with the FDA in connection with our lumateperone pediatric exclusivity program. This agreement provides that pharmacokinetic obligations in adolescents and children, together with bipolar mania studies in adults, would be sufficient to satisfy our obligations with respect to obtaining pediatric exclusivity.

In addition, we are developing a long-acting injectable, or LAI, formulation to provide more treatment options to patients suffering from mental illness. We have conducted a Phase 1 single ascending dose study with an LAI formulation. This study evaluated the pharmacokinetics, safety and tolerability of a lumateperone LAI in patients with stable symptoms of schizophrenia and was generally safe and well-tolerated. We are evaluating several additional formulations of a lumateperone LAI with treatment durations of one month and longer. We have completed all non-clinical studies to support the initiation of longer, and clinical conduct is ongoing in a Phase 1 study with four additional formulations of our LAI. We expect to commence clinical conduct in this study in the first half of 2024. Given the encouraging efficacy and favorable safety profile to date with oral lumateperone, we believe that an LAI option, in particular, may lend itself to being an important formulation choice for certain patients.

We hold exclusive, worldwide commercialization rights to lumateperone and a family of compounds from Bristol-Myers Squibb Company pursuant to an exclusive license.

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Other Product Candidates ITI-1284 Program

We are developing ITI-1284-ODT-SL for the treatment of generalized anxiety disorder, the treatment of psychosis in patients with Alzheimer's disease and agitation in patients with dementia, and the treatment of dementia-related psychosis. Alzheimer's disease. ITI-1284-ODT-SL is a deuterated form of lumateperone, a new molecular entity formulated as an oral disintegrating tablet for sublingual administration. ITI-1284-ODT-SL is formulated as an oral solid dosage form that dissolves almost instantly when placed under the tongue, allowing for ease of use in the elderly and may be particularly beneficial for patients who have difficulty swallowing conventional tablets. Phase 1 single and multiple ascending dose studies in healthy volunteers and healthy elderly volunteers (> than 65 years of age) evaluated the safety, tolerability and pharmacokinetics of ITI-1284-ODT-SL. In these studies, there were no reported serious adverse events in either age group. In the elderly cohort, reported adverse events were infrequent with the most common adverse event being transient dry mouth (mild). Based on these results, we have initiated Phase 2 programs evaluating ITI-1284-ODT-SL for the treatment of generalized anxiety disorder, psychosis in patients with Alzheimer's disease and agitation in patients with Alzheimer's disease. The FDA has informed us that they do not believe the deuterated and undeuterated forms of lumateperone are identical. As a result, the non-clinical data from lumateperone may not be broadly applied to ITI-1284-ODT-SL, and we conducted completed additional toxicology studies. These studies have been completed and we expect to commence clinical conduct Patient enrollment is ongoing in our Phase 2 studies study evaluating ITI-1284-ODT-SL as adjunctive therapy to anti-anxiety medications in patients with generalized anxiety disorder. We initiated patient enrollment in our Phase 2 study evaluating ITI-1284-ODT-SL as monotherapy in patients with generalized anxiety disorder in the first half fourth quarter of 2024. Patient enrollment is ongoing in a Phase 2 clinical study evaluating ITI-1284-ODT-SL in patients with psychosis associated with Alzheimer's disease and in a Phase 2 clinical study evaluating ITI-1284-ODT-SL in patients with agitation associated with Alzheimer's disease. We are continuing with Phase 1 studies with ITI-1284-ODT-SL, including drug-drug interaction studies.

ITI-1500 Program

We also have our ITI-1500 program focused on the development of novel non-hallucinogenic psychedelics, which we refer to as neuroplastogens. Compounds in this series interact with serotonergic (5-HT_{2A}) receptors in a unique way, potentially allowing the development of this new drug class in mood, anxiety and other neuropsychiatric disorders without the known limitations of psychedelics including the hallucinogenic potential and risk for cardiac valvular pathologies. Our lead compound in this program, ITI-1549, is currently being evaluated in IND enabling studies.

PDE1 Program

We have another major program that has yielded a portfolio of compounds that selectively inhibit the enzyme phosphodiesterase type 1, or PDE1. PDE1 enzymes are highly active in multiple disease states, and our PDE1 inhibitors are designed to reestablish normal function in these disease states. Abnormal PDE1 activity is associated with cellular proliferation and activation of inflammatory cells. Our PDE1 inhibitors ameliorate both of these effects in animal models. We intend to pursue the development of our phosphodiesterase, or PDE, program, for the treatment of aberrant immune system activation in several central nervous system, or CNS, and non-CNS conditions with a focus on diseases where excessive PDE1 activity has been demonstrated and increased inflammation is an important contributor to disease pathogenesis. Our potential disease targets include immune system regulation, neurodegenerative diseases, cancers and other non-CNS disorders.

Lenrispodun (ITI-214) is our lead compound in this program. Following the favorable safety and tolerability results in our Phase 1 program, we initiated our development program for lenrispodun for Parkinson's disease and conducted a Phase 1/2 clinical trial of lenrispodun in patients with Parkinson's disease to evaluate safety and tolerability in this patient population, as well as motor and non-motor exploratory endpoints. In this study, lenrispodun was generally well-tolerated with a favorable safety profile and clinical signs consistent with improvements in motor symptoms and dyskinesias. Our Phase 2 clinical trial of lenrispodun evaluating improvements in motor symptoms, changes in cognition, and inflammatory biomarkers in patients with Parkinson's disease is ongoing. We expect to complete patient enrollment in this study in late 2024 with topline results

anticipated in the first half of 2025. We also have an active Investigational New Drug (IND) application to evaluate our newest candidate within the PDE 1 PDE1 inhibitor program, ITI-1020, as a novel cancer immunotherapy. Our Phase 1 program with ITI-1020 in healthy volunteers is ongoing.

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ITI-333 Program

We also have had a development program with our ITI-333 compound as a potential treatment for substance use disorders, pain and psychiatric comorbidities including depression and anxiety. There is a pressing need to develop new drugs to treat opioid addiction and safe, effective, non-addictive treatments to manage pain. ITI-333 is a novel compound that uniquely combines activity as an antagonist at serotonin 5-HT_{2A} receptors and a partial agonist at μ -opioid receptors. These combined actions support the potential utility of ITI-333 in the treatment of opioid use disorder and associated comorbidities (e.g., depression, anxiety, sleep disorders) without opioid-like safety and tolerability concerns. We have conducted a Phase 1 single ascending dose study evaluating the safety, tolerability and pharmacokinetics of ITI-333 in healthy volunteers. In this study, ITI-333 achieved plasma exposures at or above those required for efficacy and was generally safe and well-tolerated. We have commenced addition, we completed a neuroimaging study to investigate brain occupancy for receptors that play a role in substance use disorder and also have applicability for pain. The results of this study will support the dose selection for future studies. We also have an ongoing multiple ascending dose study with ITI-333 in healthy volunteers. We have received a grant from the National Institute In this study, ITI-333 was generally safe and well-tolerated. However, based on Drug Abuse under the Helping to End Addiction Long-term Initiative, or NIH HEAL Initiative, that we expect will fund a significant portion our review of the early stage clinical development costs associated with current pipeline, we have discontinued this program.

We also have our ITI-1500 program focused on the development of novel non-hallucinogenic psychedelics. Compounds in this series interact with serotonergic (5-HT_{2A}) receptors in a unique way, potentially allowing the development of this new drug class in mood, anxiety and other neuropsychiatric disorders without the known limitations of psychedelics including the hallucinogenic potential and risk for cardiac valvular pathologies. Our lead compound in this program, ITI-1549, is currently being evaluated in IND enabling studies.

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Our Drug Discovery Platform and Capabilities

Based on the pioneering efforts of our late co-founder and Nobel laureate, Dr. Paul Greengard, we have developed a detailed understanding of intracellular signaling pathways and intracellular targets. We have used that knowledge to develop several state of the art technology platforms, including one called CNSProfile™. This technology monitors the phosphoprotein changes elicited by major psychotropic drug classes and subclasses, and generates a unique molecular signature for drug compounds. By monitoring how the levels of these phosphoproteins change *in vivo*, we identify intracellular signaling pathways through which several major drug classes operate. Along with what we believe to be state of the art drug discovery efforts, we have used, and may continue to use, this information as a tool to validate our selection of non-clinical candidate molecules.

Given the nature of our research and development and business activities, we do not expect that compliance with federal, state and local environmental laws will result in material costs or have a significant negative effect on our operations.

Disease and Market Overview

Our programs for small molecule therapeutics are designed to address various CNS and other diseases that we believe are underserved or unmet by currently available therapies and that represent large potential commercial market opportunities for us. Background information on the diseases and related commercial markets that may be addressed by our programs is set forth below.

Schizophrenia

Schizophrenia is a disabling and chronic mental illness that is characterized by multiple symptoms during an acute phase of the disorder that can include so-called “positive” symptoms, such as hallucinations, hearing voices, grandiose beliefs and suspiciousness or paranoia. These symptoms can be accompanied by additional, harder to treat symptoms, such as social withdrawal, blunted emotional response and speech deficits, collectively referred to as “negative” symptoms, difficulty concentrating and disorganized thoughts, or cognitive impairment, depression and insomnia. Such residual symptoms often persist even after the acute positive symptoms subside, and contribute substantially to the social and employment disability associated with schizophrenia.

According to the American Psychiatric Association and the National Institute John Hopkins School of Mental Health, Medicine, about 1% of the population (2.4 (2.6 million adults in the United States) suffers from schizophrenia in any given year. A landmark study funded by the National Institute of Mental Health, the Clinical Antipsychotic Trials of Intervention Effectiveness, also referred to as CATIE, which was published in The New England Journal of Medicine in September 2005, found that 74% of patients taking typical or atypical antipsychotics discontinued treatment within 18 months because of side effects or lack of efficacy.

Bipolar Disorder

Bipolar disorder, sometimes referred to as manic-depressive illness, is characterized by extreme shifts in mood. Individuals with bipolar disorder may experience intense feelings of over-excitement, irritability, impulsivity with grandiose beliefs and racing thoughts, referred to as a manic episode. Symptoms of depression may include feeling tired, hopeless and sad, with difficulty concentrating and thoughts of suicide. Some people experience both types of symptoms in the same “mixed” episode. Severe symptoms of bipolar disorder can be associated with hallucinations or delusions, otherwise referred to as psychosis.

According to the National Institute of Mental Health, an estimated 4.4% of adults in the United States (approximately 11 million adults in the United States) experience bipolar disorder at some time in their lives. Bipolar disorder is often treated with antipsychotic medications alone or in combination with mood stabilizers. The side effects and safety risks associated with antipsychotic drugs in patients with bipolar disorder are similar to those experienced by patients with schizophrenia. Moreover, a large national research program conducted from 1998 to 2005 called the Systematic Treatment Enhancement Program for Bipolar Disorder, or STEP-BD, followed 4,360 patients with bipolar disorder long term and showed that about half of patients who were treated for bipolar disorder, still experienced lingering and recurrent symptoms, indicating a clear need for improved treatments.

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Major Depressive Disorder

MDD is a mood disorder that can be associated with symptoms of sadness, hopelessness, helplessness, feelings of guilt, irritability, loss of interest in formerly pleasurable activities, cognitive impairment, disturbed sleep patterns, and suicide ideation or behavior. Different people may experience different symptoms, but everyone with major depression experiences symptoms that are severe enough to interfere with everyday functioning, such as the ability to concentrate at work or school, social interactions, eating and sleeping. Sometimes the depressive episode can be so severe it is accompanied by psychosis (hallucinations and delusions).

According to the National Institute of Mental Health, approximately 8.3% of adults in the United States experience MDD each year. The anti-depressant market is primarily composed of selective serotonin reuptake inhibitors such as escitalopram and selective norepinephrine reuptake inhibitors, or SNRIs, such as duloxetine. Antipsychotics such as quetiapine, aripiprazole, Rexulti® and Vraylar® are also used as adjunctive treatments with antidepressant treatment. The National Institute of Mental Health-funded Sequenced Treatment Alternatives to Relieve Depression, or STAR*D, study showed that only one-third of treated patients experience complete remission of depressive symptoms. Nearly two-thirds of patients with depression do not fully recover on an anti-depressant medication.

Generalized Anxiety Disorder

Generalized anxiety disorder (GAD) is a chronic disease characterized by excessive, persistent, and uncontrollable worry about everyday life events or activities that is accompanied by nonspecific physical and psychological symptoms such as restlessness, fatigue, difficulty concentrating, irritability, muscle tension, or sleep disturbance. It is a highly prevalent condition with

GAD affects approximately 10 million diagnosed 19 million adults in the U.S. About half of the patients with GAD were estimated to not respond adequately to existing pharmacological interventions. There are currently no approved adjunctive treatments for GAD.

Given that a considerable proportion of patients with GAD fail to adequately respond to currently available pharmacological treatments, there is a high unmet need for effective therapies with a favorable safety profile.

Behavioral Disturbances in Dementia Alzheimer's Disease

The World Health Organization estimates that approximately 55 million people worldwide have dementia, Alzheimer's disease, and there are nearly 10 million new cases every year. The Alzheimer's Association estimates more than 6 million that nearly 7 million Americans are living with Alzheimer's dementia, disease, or AD, in 2023, 2024. While the diagnostic criteria for AD and other dementias mostly focus on the related cognitive deficits, it is often the behavioral and psychiatric symptoms that are most troublesome for caregivers and lead to poor quality of life for patients. Several behavioral symptoms are quite prevalent in patients with dementia, including patients with AD. We believe that ITI-1284 may provide a novel therapy for treating the behavioral disturbances accompanying dementia, including AD.

We believe there is a large unmet medical need for a safe and effective therapy to treat the behavioral symptoms in patients with dementia, including AD, and, we believe that ITI-1284 may provide a novel therapy for treating the behavioral disturbances accompanying dementia, including AD.

Parkinson's Disease

Parkinson's disease is a chronic and progressive neurodegenerative disorder that involves malfunction and death of neurons in a region of the brain that controls movement. This neurodegeneration creates a shortage of an important brain signaling chemical, or neurotransmitter, known as dopamine, thereby rendering patients unable to direct or control their

movements in a normal manner. Parkinson's disease is characterized by well-known motor symptoms, including tremors, limb stiffness, slowness of movements, and difficulties with posture and balance, as well as by non-motor symptoms, which include sleep disturbances, mood disorders, cognitive impairment and psychosis. Parkinson's disease progresses slowly in most people and the severity of symptoms tends to worsen over time.

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According to the National Parkinson Foundation, about 1 million people in the United States and more than 10 million people worldwide suffer from this disease. Parkinson's disease is more common in people over 60 years of age, and the prevalence of this disease is expected to increase significantly as the average age of the population increases. Parkinson's disease patients are commonly treated with dopamine replacement therapies, such as levodopa, commonly referred to as L-DOPA, which is metabolized to dopamine, and dopamine agonists, which are molecules that mimic the action of dopamine. Global Data estimated global sales of therapeutics such as L-DOPA, and dopamine agonists used to treat the disease to be approximately \$3.9 billion \$4 billion in 2023.

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2024.

Non-motor symptoms can be particularly distressing and even more troublesome to patients with Parkinson's disease than the primary motor disturbances. Non-motor symptoms substantially contribute to the burden of Parkinson's disease and deeply affect the quality of life of patients and their caregivers. Non-motor symptoms of Parkinson's disease are associated with increased caregiver stress and burden, nursing home placement, and increased morbidity and mortality. Treatment of non-motor symptoms associated with Parkinson's disease poses a challenge to physicians. Current dopamine replacement drugs used to treat the motor symptoms of Parkinson's disease do not help, and sometimes worsen, the non-motor symptoms. We believe there is a large unmet medical need for the treatment of non-motor symptoms associated with Parkinson's disease.

Opioid Use Disorder

The opioid crisis was declared a public health emergency in 2017. According to the 2021 National Survey on Drug Use and Health, opioid misuse is widespread with over 9 million Americans reporting opioid misuse. The rate of drug overdose deaths involving opioids in the United States remains high, with more than 80,000 deaths reported in 2021.

Opioids are a class of drugs that include the illegal drug heroin, synthetic opioids such as fentanyl, and pain relievers available legally by prescription, including oxycodone, hydrocodone, codeine and morphine. Opioids produce high levels of positive reinforcement, increasing the odds that people will continue using them despite negative consequences. Opioid use disorder is a chronic lifelong disorder, with serious potential consequences including disability, relapses, and death. While medications including methadone, buprenorphine and naltrexone are approved to treat opioid use disorder, these medications do not effectively treat psychiatric comorbidities (e.g., mood and anxiety disorders) that may drive opioid use/abuse or dysphoria or the dysphoria and mood disturbances (e.g., depression and anxiety) that often accompany opioid withdrawal and abstinence.

Our Strategy

Our goal is to discover, develop and commercialize novel small molecule therapeutics for the treatment of CNS diseases and other diseases in order to improve the lives of people suffering from such illnesses. Using our key understanding of intracellular signaling, we seek to accomplish our goal, using our in-house expert drug discovery and clinical development teams, in two ways:

- we seek to have the capability to develop first-in-class medications with novel mechanisms that have the potential to treat CNS diseases and other diseases for which there are no previously marketed drugs; and
- we seek to develop drugs that either can differentiate themselves in competitive markets by addressing aspects of CNS diseases and other diseases which are not adequately treated by currently marketed drugs or can be effective with fewer side effects.

The key elements of our strategy are to:

- continue to commercialize CAPLYTA, which has been approved by the FDA for the treatment of schizophrenia and bipolar depression in adults, in the United States;
- obtain FDA approval of our sNDA of lumateperone for MDD in adults, as adjunctive therapy to antidepressants and, subject to FDA approval, achieve a successful commercial launch in this indication;
- complete the development of lumateperone for additional neuropsychiatric indications, such as MDD; psychiatric indications;
- expand the commercial potential of lumateperone by investigating its usefulness in additional neurological areas;
- continue to advance our other product candidates in clinical development, such as ITI-1284, for the treatment of generalized anxiety disorder, psychosis in patients with Alzheimer's disease and agitation in patients with Alzheimer's disease; and PDE1 inhibitors, including lenrispodun for the treatment of CNS and other disorders; ITI-1284, for the treatment of generalized anxiety disorder, psychosis in Alzheimer's disease and agitation in patients with Alzheimer's disease; and ITI-333, for substance use disorders, pain and psychiatric comorbidities including depression and anxiety; and
- advance the earlier stage product candidates in our pipeline, such as ITI-1500, for mood and other neuropsychiatric disorders.

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Intellectual Property

Our Patent Portfolio

As of February 1, 2024 February 1, 2025, we owned or controlled approximately 134 142 patent families filed in the United States and other major markets worldwide, including approximately 136 158 issued or allowed U.S. patents, 70 80 pending U.S. patent applications, 563 615 issued or allowed foreign patents and 335 323 pending foreign patent applications, directed to novel compounds, formulations, methods of treatment, synthetic methods, and platform technologies.

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Lumateperone tosylate is FDA-approved as CAPLYTA® for the treatment of schizophrenia and for the treatment of bipolar depression. We have extensively characterized this compound and related compounds and filed additional patent applications on salt forms, polymorphs, pharmaceutical formulations, new indications, improved methods of manufacture, metabolites, derivatives, and structurally related novel compounds. As of February 1, 2024 February 1, 2025, our lumateperone program consisted of approximately 39 38 patent families that we own or control, filed in the United States and other major markets, including 56 65 issued or allowed U.S. patents, 34 30 pending U.S. patent applications, 240 193 issued or allowed foreign patents and 143 112 pending foreign patent applications. 18 21 patents are currently Orange Book listed in the United States. During 2023, the RE48,839 patent was selected for Patent Term Extension, extending its term by 215 days, through August 2033. Other pending U.S. and foreign patent applications may protect additional indications and formulations through 2043. In addition to patent protection, lumateperone has five years of new chemical entity data exclusivity with the FDA, until December 2024. 2045. Patent protection for lumateperone includes:

Summary Description of Patent or Patent Application	United States or Foreign Jurisdiction	Expiration Date
ITI-007 Product Patent (approved drug product—lumateperone tosylate—in any pharmaceutical form)	Granted: US (10,464,938*), AU	March 12, 2028 (US: does not include expected 6-month extension in US for pediatric studies)
ITI-007 Crystal Form Patent (approved drug product—lumateperone tosylate—in solid crystalline form)	Granted: US (8,648,077*; 9,199,995*; 9,586,960*; RE48,825*), EP (AT, BE, BG, CH, CZ, DE, DK, EE, ES, FI, FR, GB, GR, HR, HU, IE, IT, LT, LU, LV, NL, NO, PL, PT, RO, SE, SI, SK, TR), AU, CA, CN, KR, HK, JP and MX Pending in IL, IN	December 1, 2029 (US; does not include expected 6-month extension for pediatric studies); March 12, 2029 (ex-US)
ITI-007 Dosage and Method of Treatment Patents (including schizophrenia, bipolar depression, sleep disorder indications)	Granted: US (8,598,119*; 9,186,258*; 9,616,061*; 10,117,867*; 10,702,522; RE48,839*), AU, CA, (allowed), CN, JP, KR, MX Pending: US (continuation), IN, KR (divisional), MX (divisional)	August 19, 2033** (US; does not include expected 6-month extension for pediatric studies); May 27, 2029 (ex-US)
ITI-007 Residual Symptoms Patent (treatment of negative/residual symptoms of schizophrenia, schizophrenia and bipolar depression)	Granted: US (9,956,227*; 10,960,009*; 11,026,951*), AU, CA, JP, KR, IL, (allowed), IN, MX, RU Pending: US (continuation), JP (divisional), EP, KR (divisional), MX (divisional), CA (divisional), BR, CN	December 3, 2034 (US and ex-US; does not include expected US 6-month extension for pediatric studies)
Patents for Additional Compositions and Dosage Forms	Granted: US (10,695,345* (10,716,786, 10,695,345*; 11,052,083, 11,052,084*, 11,690,842*, 11,753,419*, 11,806,348*, 12,070,459*, 12,128,043*, 12,122,792*)), AU, CA, CN, IN, IL, KR, JP, MX, RU Pending: US (continuation), AU, CA, CN, EP, IN, IL, JP, KR, MX, RU	2037-2040
Patents for Additional Indications (including post-traumatic stress disorder, impulse control disorder, symptoms associated with dementia, acute depression, bipolar disorder, acute anxiety, psychiatric disorders associated with inflammation or infection)	Granted: US (11,053,245; 11,124,514) 11,124,514, 11,958,852, 11,980,617*, 12,090,155*) Granted or pending in US, EP, JP, and other countries	2033-2043

* Orange-Book listed U.S. patents (NB: U.S. 8,598,119 and U.S. 9,586,960 have been requested for delisting as they have been superseded by RE48,839 and RE48,825, respectively)

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** In the United States, we are permitted to extend the term of one U.S. patent for lumateperone or the use thereof. U.S. Patent RE48,839 was selected for patent term extension. Patent terms may be subject to change not only due to potential patent term extensions but also to any terminal disclaimer that reduces patent term, as well as other factors. Because the U.S. patent laws and related judicial interpretations change, modifications or new interpretations of the laws may impact our patent terms.

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Our ITI-1284 program relates to novel a deuterated form of lumateperone derivatives for the treatment of behavioral disturbances associated with dementia, generalized anxiety disorder, and other central nervous system disorders. Eight Ten families of patent applications have been filed which provide coverage for ITI-1284, which have already resulted in 10 11 U.S. patents and 70 76 foreign patents. The ITI-1284 molecule has composition of matter protection to 2037, with possible extensions and additional Orange Book-listable protection to 2042.

Our early-stage ITI-1500 program relates to novel compounds as non-hallucinogenic psychedelics, which we refer to as neuroplastogens, for the treatment of a variety neuropsychiatric disorders, including depression and anxiety. Five families of patent applications have been filed, which will provide composition of matter patent protection through at least 2043, with possible extensions and additional Orange Book-listable protection to 2048.

Our program on PDE1 inhibitors for cognition, dopamine-mediated and other disorders, as well as several others, includes patent protection across 57 60 families, including 31 families for the lead molecule, lenrispodun, as well as a wide range of filings on other proprietary compounds and indications. The lenrispodun lead molecule has composition of matter protection to 2029, with possible extensions and additional Orange Book-listable protection to 2034. Additionally, we expect to have data exclusivity in the European Union (EU) for up to 11 years from commercial launch. We are also evaluating potential follow-on compounds for lenrispodun which would have patent protection beyond 2030.

Our ITI-333 program relates to novel compounds for the non-addictive treatment of pain and for the treatment of opiate use disorder. 18 families of patent applications have been filed, including six families which have already resulted in eight U.S. patents and 69 foreign patents. These patent families will protect the lead compound, as well as many other analogs under development, beyond 2037 (exclusive of any patent term extensions and regulatory exclusivities).

Our early-stage ITI-1500 program relates to novel compounds as non-hallucinogenic psychedelics for the treatment of a variety neuropsychiatric disorders, including depression and anxiety. Composition of matter patent protection will extend to at least 2043, with possible extensions and additional Orange Book-listable protection to 2048.

We have also filed patent applications on novel proprietary targets and lead compounds for AD, which would provide compound protection beyond 2028 or beyond 2034, depending on which compound is ultimately selected for development.

License Agreement

The Bristol-Myers Squibb License Agreement

On May 31, 2005, we entered into a worldwide, exclusive License Agreement with Bristol-Myers Squibb Company, or BMS, pursuant to which we hold a license to certain patents and know-how of BMS relating to lumateperone and other specified compounds. The agreement was amended on November 3, 2010. The licensed rights are exclusive, except BMS retains rights in specified compounds in the fields of obesity, diabetes, metabolic syndrome and cardiovascular disease. However, BMS has no right to use, develop or commercialize lumateperone and other specified compounds in any field of use. We have the right to grant sublicenses of the rights conveyed by BMS. We are obliged under the agreement to use commercially reasonable efforts to develop and commercialize the licensed technology. We are also prohibited from engaging in the clinical development or commercialization of specified competitive compounds.

Under the agreement, we have made payments of \$10.8 million to BMS related to milestones achieved through **December 31, 2023** **December 31, 2024** for lumateperone. Possible milestone payments remaining total \$5.0 million. Under the agreement, we may be obliged to make other milestone payments to BMS for each licensed product of up to an aggregate of approximately \$14.75 million. We are also obliged to make tiered single digit percentage royalty payments ranging between 5 – 9% on sales of licensed products. We are obliged to pay to BMS a percentage of non-royalty payments made in consideration of any sublicense.

The agreement extends, and royalties are payable, on a country-by-country and product-by-product basis, through the latter of ten years after first commercial sale of a licensed product in such country, expiration of the last licensed patent covering a licensed product, its method of manufacture or use, or the expiration of other government grants providing market exclusivity, subject to certain rights of the parties to terminate the agreement on the occurrence of certain events. On termination of the agreement, we may be obliged to convey to BMS rights in developments relating to a licensed compound or licensed product, including regulatory filings, research results and other intellectual property rights.

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Manufacturing

We do not own or operate manufacturing facilities for the production of CAPLYTA or any of our product candidates, nor do we have plans to develop our own manufacturing operations in the foreseeable future. We currently rely on third-party contract manufacturers for all of our required raw materials inclusive of active pharmaceutical ingredient, or API, and its intermediates, as well as finished product for commercial sales of CAPLYTA and for our non-clinical research and clinical trials, including our ongoing and anticipated trials. We believe that we would be able to contract with other third-party contract manufacturers to obtain API, if our existing sources of API were no longer available, but there is no assurance that API would be available from other third-party manufacturers on acceptable terms, on the timeframe that our business would require, or at all.

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The Siegfried Supply Agreement

On January 4, 2017, we entered into a supply agreement with Siegfried Evionnaz SA, an affiliate of Siegfried AG, or Siegfried. Following the automatic expiration of the agreement on January 4, 2023, we entered into a new supply agreement with Siegfried effective January 5, 2023, or the Siegfried Agreement. Under the Siegfried Agreement, Siegfried has agreed to manufacture and supply the API **and its intermediates** for lumateperone in commercial quantities. We agreed to provide Siegfried with a rolling forecast of our anticipated requirements for supply of the API. Under the agreement, our purchase prices for supply of the API **and its intermediates** from Siegfried are specified based on the volume of API produced. The initial term of the Siegfried Agreement is three years until January 5, 2026. The Siegfried Agreement will automatically renew on an evergreen basis for a consecutive one-year period, unless either party notifies the other party of its election to not renew the agreement at least 12 months prior to the end of the initial term or any renewal period then in effect. Either party may terminate the agreement prior to its expiration upon an uncured material breach by the other party, the liquidation or dissolution of the other party, the commencement of insolvency procedures or other bankruptcy-related proceedings that are not dismissed within a certain period of time, the appointment of any receiver, trustee or assignee to take possession of the properties of the other party, the cessation of all or substantially all of the other party's business operations, or a continuing force majeure event affecting the other party. Under the Siegfried Agreement, we have the right to and may purchase the API **and its intermediates** for lumateperone from other suppliers. As of **December 31, 2023** **December 31, 2024**, the Company has committed to purchasing production campaigns of API and intermediate product from Siegfried that are expected to be delivered in **2024, 2025**.

The Lonza Manufacturing Services Agreement

On January 10, 2017, we entered into a manufacturing services agreement, as amended on December 19, 2022, or the Lonza Agreement, with Lonza Ltd., or Lonza. Under the Lonza Agreement, Lonza has agreed to manufacture and supply the API for lumateperone, with purchase prices specified based on the volume produced. We agreed to provide Lonza with a written forecast of our estimated quarterly requirements. On December 19, 2022, the Lonza Agreement was amended to, among other items, extend the current term of the agreement until December 31, 2028 and provide for certain minimum annual purchase commitments by the Company for the years 2025 through 2028 for delivery in 2026 through 2029. Either party may terminate the agreement prior to its expiration upon a prior written notice, an uncured material breach by the other party, the insolvency, liquidation, dissolution or bankruptcy of the other party, or a continuing force majeure event affecting the other party, and may be extended by mutual consent. As of **December 31, 2023** **December 31, 2024**, the Company has committed to purchasing production campaigns of API from Lonza that are expected to be delivered in **2024 and 2025, 2025 in addition to the minimum annual purchase commitments for delivery in 2026 through 2029**.

Development and commercial quantities of any products that we develop will need to be manufactured in facilities, and by processes, that comply with the requirements of the FDA and the regulatory agencies of other jurisdictions in which we are seeking approval. We currently employ internal resources to manage our manufacturing contractors.

Commercial Operations

We initiated the commercial launch of CAPLYTA for the treatment of schizophrenia in adults in the United States in March 2020. In December 2021, we launched CAPLYTA for the treatment of bipolar depression in adults. In support of our commercialization efforts we employ a national sales **force, force, which we expanded in 2024 and continue to expand in 2025**. In the future, we may choose to commercialize CAPLYTA or any other products, in markets outside of the United States, if approved for sale in such markets, by establishing one or more strategic alliances.

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Customers

We are currently approved to sell CAPLYTA for the treatment of schizophrenia in adults and for the treatment of bipolar depression in adults in the United States. CAPLYTA is priced in line with other currently marketed branded antipsychotics indicated for the treatment of schizophrenia and bipolar depression. We distribute CAPLYTA principally through three third-party wholesale drug distributors whose concentration are each between 29% 28% and 36% 38% of total sales.

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Competition

We face, and will continue to face, intense competition from pharmaceutical and biotechnology companies, as well as numerous academic and research institutions and governmental agencies, both in the United States and abroad. We compete, or will compete, with existing and new products being developed by our competitors. Some of these competitors are pursuing the development of pharmaceuticals that target the same diseases and conditions that our research and development programs target.

Even if we are successful in expanding the commercialization of CAPLYTA and developing and obtaining approval of our product candidates, we would compete with a variety of established drugs in the areas of our targeted CNS therapeutic indications. CAPLYTA for the treatment of schizophrenia and for the treatment of bipolar depression competes with, among other branded products, Vraylar®, marketed by AbbVie, Rexulti®, marketed by Otsuka Pharmaceutical, Lybalvi®, marketed by Alkermes, Fanapt®, marketed by Vanda Pharmaceuticals, Lybalvi and Cobenfy®, marketed by Alkermes, Rexulti®, marketed by Otsuka Pharmaceutical, and Vraylar®, marketed by AbbVie. Bristol Myers Squibb. In addition, CAPLYTA competes and our product candidates, if approved, would compete with, among other generic antipsychotic products, aripiprazole, clozapine, haloperidol, lurasidone, olanzapine, paliperidone, quetiapine/XR and risperidone.

In addition, the companies described above and other competitors may have a variety of drugs in development or be awaiting FDA approval that could reach the market and become established before our approved product is established in the market or before we are able to sell our product candidates, if approved. Our competitors may also develop alternative therapies that could further limit the market for any drugs that we may develop. Many of our competitors are using technologies or methods different or similar to ours to identify and validate drug targets and to discover novel small molecule drugs. Many of our competitors and their collaborators have significantly greater experience than we do in the following:

- identifying and validating targets;
- screening compounds against targets;
- non-clinical studies and clinical trials of potential pharmaceutical products; and
- obtaining FDA and other regulatory clearances.

In addition, many of our competitors and their collaborators have substantially greater advantages in the following areas:

- capital resources;
- research and development resources;
- manufacturing capabilities; and

- sales and marketing.

Smaller companies also may prove to be significant competitors, particularly through proprietary research discoveries and collaborative arrangements with large pharmaceutical and established biotechnology companies. Many of our competitors have products that have been approved by the FDA or are in advanced development. We face competition from other companies, academic institutions, governmental agencies and other public and private research organizations for collaborative arrangements with pharmaceutical and biotechnology companies, in recruiting and retaining highly qualified commercial, scientific and management personnel and for licenses to additional technologies. Our competitors, either alone or with their collaborators, may succeed in developing technologies or drugs that are more effective, safer, and more affordable or more easily administered than ours and may achieve patent protection or commercialize drugs sooner than us. Developments by others may render our product candidates or our technologies obsolete. Our failure to compete effectively could have a material adverse effect on our business.

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Government Regulation

United States—FDA Process

The research, development, testing, manufacture, labeling, promotion, advertising, import and export, distribution and marketing, among other things, of prescription of drug products are extensively regulated by governmental authorities in the United States and other countries. In the United States, the FDA regulates drugs under the Federal Food, Drug, and Cosmetic Act, or the FDCA, and its implementing regulations. Failure to comply with the applicable U.S. requirements may subject us to administrative or judicial sanctions, such as FDA refusal to approve pending NDAs, clinical holds, warning letters, fines, civil penalties, product recalls, product seizures, total or partial suspension of production or distribution, injunctions and/or criminal prosecution.

Drug Approval Process. None of our drug product candidates may be marketed in the United States until the drug has received FDA approval. Such approval can take many years to obtain and may be rejected by the FDA at a number of steps. The steps required before a drug may be marketed in the United States generally include the following:

- completion of extensive non-clinical laboratory tests, potentially animal studies, and formulation studies in accordance with the FDA's Good Laboratory Practice, or GLP, regulations;
- submission to the FDA of an Investigational New Drug application, or IND, for human clinical testing, which must become effective before human clinical trials may begin;
- performance of adequate and well-controlled human clinical trials to establish the safety and efficacy of the drug for each proposed indication;
- submission to the FDA of an NDA after completion of all clinical trials;
- satisfactory completion of an FDA pre-approval inspection of the manufacturing facility or facilities at which the API and finished drug product are produced and tested to assess compliance with current Good Manufacturing Practices, Practice, or cGMPs; cGMP, regulations;

- satisfactory completion of FDA inspections of clinical trial sites to assure that data supporting the safety and effectiveness of the product candidate **has have** been generated in compliance with Good Clinical Practices, Practice, or GCP, regulations; and
- FDA review and approval of the NDA prior to any commercial marketing or sale of the drug in the United States.

Non-clinical tests include laboratory evaluation of product chemistry, toxicity and formulation, as well as animal studies. The Consolidated Appropriations Act for 2023, signed into law on December 29, 2022, (P.L. 117-328) amended the FDCA to specify that non-clinical testing for drugs may, but is not required to, include *in vivo* animal testing. According to the amended language, a sponsor may fulfill non-clinical testing requirements by completing various *in vitro* assays (e.g., cell-based assays, organ chips, or microphysiological systems), *in silico* studies (i.e., computer modeling), other human or non-human biology-based tests (e.g., bioprinting), or *in vivo* animal tests. The conduct of the non-clinical tests and formulation of the compounds for testing must comply with federal regulations and requirements. The results of the non-clinical tests, together with manufacturing information and analytical data, are submitted to the FDA as part of an IND, which must become effective before human clinical trials may begin. An IND will automatically become effective 30 days after receipt by the FDA, unless before that time the FDA raises concerns or questions about the conduct of the trial, such as whether human research subjects will be exposed to an unreasonable health risk. In such a case, the IND sponsor and the FDA must resolve any outstanding FDA concerns or questions before clinical trials can proceed. The FDA, the trial's sponsor or an Institutional Review Board, or IRB, overseeing the trial also may place a study on hold at any time during its execution.

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Clinical trials involve administration of the investigational drug to human subjects under the supervision of qualified investigators. Clinical trials are conducted under protocols detailing the objectives of the study, the parameters to be used in monitoring safety and the effectiveness criteria to be evaluated. Each protocol must be provided to the FDA as part of a separate submission to the IND. Further, an IRB for each site proposing to conduct the clinical trial must review and approve the study protocol and informed consent information for study subjects for any clinical trial before it commences at **that center, each site**, and the IRB must monitor the study until it is completed. **Study subjects must provide informed consent before being enrolled to participate in a clinical trial.** There are also requirements governing reporting of on-going clinical trials and clinical trial results to public registries. Failure to timely register a covered clinical study or to submit study results as provided for in the law can give rise to civil monetary penalties and also prevent the non-compliant party from receiving future grant funds from the federal government. The ClinicalTrials.gov registration and reporting final rule became effective in 2017, and the government has brought enforcement actions against clinical trial sponsors that failed to comply with such requirements. **Study subjects must provide informed consent before being enrolled to participate in a clinical trial.**

Clinical trials necessary for product approval typically are conducted in three sequential phases, but the phases may overlap.

- Phase 1 usually involves the initial introduction of the investigational drug into a limited population, typically healthy humans, to evaluate its short-term safety, dosage tolerance, metabolism, pharmacokinetics and pharmacologic actions, and, if possible, to gain an early indication of its effectiveness.
- Phase 2 usually involves trials in a limited patient population to (i) evaluate dosage tolerance and appropriate dosage; (ii) identify possible adverse effects and safety risks; and (iii) evaluate preliminarily the efficacy of the drug

for specific targeted indications. Multiple Phase 2 clinical trials may be conducted by the sponsor to obtain information prior to beginning larger and more expensive Phase 3 clinical trials.

- Phase 3 trials, commonly referred to as pivotal studies, are undertaken in an expanded patient population at multiple, geographically dispersed clinical trial centers to further evaluate clinical efficacy and test further for safety by using the drug in its final form.

The FDA may approve an NDA for a product candidate, but require that the sponsor conduct additional clinical trials to further assess the drug after NDA approval under a post-approval commitment. Post-approval trials are typically referred to as Phase 4 clinical trials.

Congress also recently amended the FDCA, as part of the Consolidated Appropriations Act for 2023, in order to require sponsors of a Phase 3 clinical trial, or other “pivotal study” of a new drug to support marketing authorization, to design and submit a diversity action plan for such clinical trial. The action plan must include the sponsor’s diversity goals for enrollment, as well as a rationale for the goals and a description of how the sponsor will meet them. Sponsors must submit a diversity action plan to the FDA by the time the sponsor submits the relevant clinical trial protocol to the agency for review. The FDA may grant a waiver for some or all of the requirements for a diversity action plan. It is unknown at this time how the diversity action plan may affect Phase 3 trial planning and timing or what specific information the FDA will expect in such plans, but if the FDA objects to a sponsor’s diversity action plan, it may delay trial initiation.

During the development of a new drug, sponsors are given an opportunity to meet with the FDA at certain points. These points may be prior to submission of an IND, at the end of Phase 2, and before an NDA is submitted. Meetings at other times may be requested. These meetings can provide an opportunity for the sponsor to share information about the data gathered to date, for the FDA to provide advice, and for the sponsor and the FDA to reach an agreement on the next phase of development. Sponsors typically use the end of Phase 2 meeting to discuss their Phase 2 clinical results and present their plans for the pivotal Phase 3 clinical trial (or trials) that they believe will support approval of the new drug. A sponsor may request a Special Protocol Assessment, or SPA, to reach an agreement with the FDA that the protocol design, clinical endpoints, and statistical analyses are acceptable to support regulatory approval of the product candidate with respect to effectiveness in the indication studied. If such an agreement is reached, it will be documented and made part of the administrative record, and it will be binding on the FDA except in limited circumstances, such as if the FDA identifies a substantial scientific issue essential to determining the safety or effectiveness of the product after clinical studies begin, or if the sponsor fails to follow the protocol that was agreed upon with the FDA. There is no guarantee that a study will ultimately be adequate to support an approval even if the study is subject to an SPA.

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Concurrent with clinical trials, companies usually complete additional animal safety studies and must also develop additional information about the chemistry and physical characteristics of the drug and finalize a process for manufacturing the product in accordance with cGMP requirements. The manufacturing process must be capable of consistently producing quality batches of the drug candidate, and the manufacturer must develop methods for testing the quality, purity and potency of the final drugs. Additionally, appropriate packaging must be selected and tested, and stability studies must be conducted to demonstrate that the drug candidate does not undergo unacceptable deterioration over its shelf life.

Assuming successful completion of the required clinical testing, the results of non-clinical studies and of clinical studies, together with other detailed information, including information on the manufacture and composition of the drug, are submitted to

the FDA in the form of an NDA requesting approval to market the product for one or more indications. An NDA must be accompanied by a significant user fee, and the sponsor of an approved NDA is also subject to an annual program fee. These fees are typically adjusted annually, but exemptions and waivers may be available under certain circumstances. The NDA is subject to a **sixty-day** **60-day** acceptance period, and if sufficiently complete to permit substantive review, will be filed by the FDA at the end of that period. For NDAs that are assigned a standard review designation, the FDA's goal is to complete its review **ten** **10** months from the date the FDA files the NDA **for review** and, for NDAs determined by the agency to be eligible for priority review, six months from the date the FDA files the **NDA**. **NDA for review**. These goals can be extended by the FDA through requests for additional information from the sponsor.

The testing and approval process requires substantial time, effort and financial resources. The FDA will review the NDA to determine, among other things, whether the product candidate is safe and effective for its intended use. FDA may refuse to approve an NDA if the applicable regulatory criteria are not satisfied or may require additional clinical or other data and information. The FDA may also refer the application to the appropriate advisory committee, typically a panel of clinicians, for review, evaluation and a recommendation as to whether the application should be approved. The FDA is not bound by the recommendations of the advisory committee, but it typically follows such recommendations.

Before approving an NDA, the FDA inspects the facility or the facilities at which the drug and/or its active pharmaceutical ingredient is manufactured and will not approve the product unless the manufacturing **process** is in compliance with **cGMPs**. **cGMP requirements**. On the basis of the FDA's evaluation of the NDA and accompanying information, including the results of the inspection of the manufacturing facilities, it may issue an approval letter or a Complete Response Letter. The approval letter authorizes commercial marketing of the drug for specific indications. As a condition of NDA approval, the FDA may require post-marketing testing and surveillance to monitor the drug's safety or efficacy, or impose other conditions, as discussed further below. A Complete Response Letter indicates that the review cycle of the application is complete and the application will not be approved in its current form. A Complete Response Letter outlines the deficiencies in the submission and may require additional clinical data and/or additional clinical trial(s), and/or other significant, expensive and time-consuming requirements related to clinical trials, non-clinical studies or manufacturing. If a Complete Response Letter is issued, the applicant may choose to either resubmit the NDA addressing all of the deficiencies identified in the letter or withdraw the application. Even if such additional information is submitted, the FDA may ultimately decide that the NDA does not satisfy the criteria for approval. Data from clinical trials is not always conclusive and the FDA may interpret **such** data differently than we or our collaborators **interpret data**. **do**. Alternatively, the FDA could **also** approve the NDA with a Risk Evaluation and Mitigation Strategy, or REMS, to mitigate **potential risks** **of** **associated with** the drug, which could include medication guides, physician communication plans, or elements to assure safe use, such as restricted distribution methods, patient registries or other risk minimization tools. Once the FDA approves a drug, the FDA may withdraw product approval if on-going regulatory requirements are not met or if safety problems occur after the product reaches the market. In addition, the FDA may require testing, including Phase 4 clinical trials, and surveillance programs to monitor the safety of approved products that have been commercialized, and the FDA has the power to prevent or limit further marketing of a **drug** product based on the results of these post-marketing programs or other information.

Post-Approval Requirements. After a drug has been approved by the FDA for sale, the FDA may require that certain post-approval requirements be satisfied, including the conduct of additional clinical trials. If post-approval conditions are not satisfied, the FDA may withdraw its approval of the drug. In addition, certain changes to an approved product, such as adding new indications, making certain manufacturing changes, or making certain additional labeling claims, are subject to further FDA review and approval. Before a company can market **drug** products for additional indications, it must obtain additional approvals from the FDA, typically through the submission and approval of a supplemental NDA. Obtaining approval for a new indication generally requires that additional clinical trials be conducted. A company cannot be sure that any additional approval for new indications for any product candidate will be approved on a timely basis, or at all.

In addition, holders of an approved NDA are required to (i) report certain adverse reactions to the FDA and maintain pharmacovigilance programs to proactively look for these adverse events; (ii) comply with certain requirements concerning advertising and promotional labeling for their products; and (iii) continue to have quality control and manufacturing procedures conform to cGMPs cGMP regulations after approval. The FDA periodically inspects the sponsor's records related to safety reporting and the approved drug's manufacturing facilities, which includes assessment of on-going compliance with cGMPs. cGMP requirements. Accordingly, manufacturers must continue to expend time, money and effort in the area of production and quality control to maintain cGMP compliance. We intend to continue to use third-party manufacturers to produce our products in clinical and commercial quantities, and future FDA inspections may identify compliance issues at the facilities of our contract manufacturers that may disrupt production or distribution, or require substantial resources to correct. In addition, discovery of problems with a drug product after approval may result in new restrictions on a the product, the manufacturer or holder of an the approved NDA, including recall of the product from the market, imposition of a REMS program, or withdrawal of approval of the NDA for that drug, among other potential consequences.

Moreover, the distribution of prescription pharmaceutical products is subject to the Prescription Drug Marketing Act, or the PDMA, which regulates the distribution of drugs and drug samples at the federal level, and sets minimum standards for the registration and regulation of drug distributors by the states. Both the PDMA and state laws limit the distribution of prescription drug product samples and impose requirements to ensure accountability in distribution. The Drug Supply Chain Security Act, or DSCSA, was enacted in 2013 with the aim of building an electronic system to identify and trace certain prescription drugs distributed in the United States. The DSCSA mandates phased-in and resource-intensive obligations for pharmaceutical manufacturers, wholesale distributors, and dispensers over a ten-year period that culminated in November 2023. Most recently, the FDA announced a After an additional one-year stabilization period to November 2024, giving give entities subject to the DSCSA additional time to finalize interoperable tracking systems and to ensure supply chain continuity. continuity, the applicable requirements under the DSCSA are fully enforceable as of November 27, 2024. From time to time, new legislation and regulations may be implemented that could significantly change the statutory provisions governing the approval, manufacturing and marketing of products regulated by the FDA. It is impossible to predict whether further legislative or regulatory changes will be enacted, or FDA regulations, guidance or interpretations changed or what the impact of such changes, if any, may be.

The Hatch-Waxman Act, Patent Term Restoration and Marketing Exclusivity. Depending upon the timing, duration and specifics of FDA approval of the use of our drugs, some of our U.S. patents may be eligible for limited patent term extension under the Drug Price Competition and Patent Term Restoration Act of 1984, referred to as the Hatch-Waxman Amendments. Under the Hatch-Waxman Amendments, Congress authorized the FDA to approve generic drugs that are the same as drugs previously approved by the FDA under the NDA provisions of the statute and also enacted Section 505(b)(2) of the FDCA. To obtain approval of a generic drug, an applicant must submit an abbreviated new drug application, or ANDA, to the agency. In support of such applications, a generic manufacturer may rely on the preclinical and clinical testing conducted for a drug product previously approved under an NDA, known as the reference listed drug, or RLD. For an ANDA to be approved, the FDA must find that the generic version is identical to the RLD with respect to the active ingredients, the route of administration, the dosage form, and the strength of the drug. At the same time, the FDA must also determine that the generic drug is "bioequivalent" to the innovator drug.

In contrast, Section 505(b)(2) enables the applicant to rely, in part, on the FDA's prior findings of safety and efficacy data for an existing product, or published literature, in support of its application. Section 505(b)(2) NDAs may provide an alternate path to FDA approval for new or improved formulations or new uses of previously approved products; for example, an applicant

may be seeking approval to market a previously approved drug for new indications or for a new patient population that would require new clinical data to demonstrate safety or effectiveness. Section 505(b)(2) permits the filing of an NDA where at least some of the information required for approval comes from studies not conducted by or for the applicant and for which the applicant has not obtained a right of reference. A Section 505(b)(2) applicant may eliminate the need to conduct certain nonclinical or clinical studies, if it can establish that reliance on studies conducted for a previously approved product is scientifically appropriate. Unlike the ANDA pathway used by developers of bioequivalent versions of innovator drugs, which does not allow applicants to submit new clinical data other than bioavailability or bioequivalence data, the 505(b)(2) regulatory pathway does not preclude the possibility that a follow-on applicant would need to conduct additional clinical trials or nonclinical studies; for example, they may be seeking approval to market a previously approved drug for new indications or for a new patient population that would require new clinical data to demonstrate safety or effectiveness. The FDA may then approve the new product for all or some of the label indications for which the RLD has been approved, or for any new indication sought by the Section 505(b)(2) applicant, as applicable.

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The Hatch-Waxman Amendments permit a patent restoration term of up to five years as compensation for patent term lost during product development and the FDA regulatory review process. However, patent term restoration cannot extend the remaining term of a patent beyond a total of 14 years from the product's approval date. The patent term restoration period is generally one-half the time between the effective date of an IND and the submission date of an NDA, plus the time between the submission date of an NDA and the approval of that application. Only one patent applicable to an approved drug is eligible for the extension and the extension must be requested prior to expiration of the patent. Also, the approval must be the first permitted commercial marketing or use of the active ingredient under the relevant provision of law. The USPTO, in consultation with the FDA, reviews and approves the application for any patent term extension or restoration. We have applied for, and in the future we intend to apply for, restorations of patent term for some of our currently owned or licensed patents to add patent life beyond their current expiration date, depending on the expected length of clinical trials and other factors involved in the submission of the relevant NDA.

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Data and market exclusivity provisions under the FDCA also can delay the submission or the approval of certain applications. The FDCA provides a five-year period of non-patent data exclusivity within the United States to the first applicant to gain approval of an NDA for a new chemical entity. A drug is a new chemical entity if the FDA has not previously approved any other new drug containing the same active moiety, which is the molecule or ion responsible for the action of the drug substance. During the exclusivity period, the FDA may not accept for review an abbreviated new drug application, or ANDA, or a 505(b)(2) NDA submitted by another company for another version of such drug where the applicant does not own or have a legal right of reference to all the data required for approval. However, an application may be submitted after four years if it contains a certification of patent invalidity or non-infringement. The FDCA also provides three years of marketing exclusivity for an NDA, 505(b)(2) NDA or supplement to an existing NDA if new clinical investigations, other than bioavailability studies, conducted or sponsored by the applicant are deemed by the FDA to be essential to the approval of the application, for example, for new indications, dosages or strengths of an existing drug. This three-year exclusivity covers only the data and information associated with the new clinical investigations and does not prohibit the FDA from approving ANDAs or 505(b)(2)

NDA for drugs containing the original active agent. Five-year and three-year exclusivity will not delay the submission or approval of a full, [NDA; traditional NDA under 505\(b\)\(1\) of the FDCA](#); however, an applicant submitting a full, [traditional NDA](#) would be required to conduct or obtain a right of reference to all of the non-clinical studies and clinical trials necessary to demonstrate safety and effectiveness. The FDCA also provides seven years of market exclusivity for a drug designated for a rare disease or condition (e.g., a disease or condition that affects less than 200,000 people in the United States) that begins to run after the drug's marketing approval for that disease or condition. The exclusivity prohibits the approval of the same drug for the same disease or condition unless there is a showing of clinical superiority or other exceptions are triggered.

In addition, pediatric exclusivity is a type of non-patent marketing exclusivity available in the United States and, if granted, it provides for the attachment of an additional six months of marketing protection to the term of any existing regulatory exclusivity or listed patents. This six-month exclusivity may be granted if an NDA sponsor submits pediatric data that fairly respond to a written request from the FDA for such data. The data do not need to show the product to be effective in the pediatric population studied; rather, if the clinical trial is deemed to fairly respond to the FDA's request, the additional protection is granted. If reports of requested pediatric studies are submitted to and accepted by the FDA within the statutory time limits, whatever statutory or regulatory periods of exclusivity or patent protection cover the product are extended by six months. This is not a patent term extension, but it effectively extends the regulatory period during which the FDA cannot approve another application. The issuance of a written request does not require the sponsor to undertake the described studies.

Foreign Regulation

In addition to regulations in the United States, we may become subject to a variety of foreign regulations governing clinical trials and commercial sales and distribution of our products. Whether or not we obtain FDA approval for a product, we must obtain approval by the comparable regulatory authorities of foreign countries or economic areas, such as the European Union, before we can commence clinical trials or market products in those countries or areas. The approval processes and requirements governing the conduct of clinical trials, product licensing, pricing and reimbursement vary greatly from [place country](#) to [place, country](#), and the time may be longer or shorter than that required for FDA approval.

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Pricing and Reimbursement

In the United States and internationally, sales of any approved products, and our ability to generate revenues on such sales, are dependent, in significant part, on the availability of adequate coverage and reimbursement from third-party payers, such as state and federal governments, managed care providers and private insurance plans. Private insurers, such as health maintenance organizations and managed care providers, have implemented cost-cutting and reimbursement initiatives and likely will continue to do so in the future. These include establishing formularies that govern the drugs and biologics that will be offered and the out-of-pocket obligations of member patients for such products. We may need to conduct pharmacoeconomic studies to demonstrate the cost-effectiveness of our products for formulary coverage and reimbursement. Even with such studies, our products may be considered less safe, less effective or less cost-effective than existing products, and third-party payers may not provide coverage and reimbursement for our product candidates, in whole or in part.

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In addition, particularly in the United States and increasingly in other countries, we are required to provide discounts and pay rebates to state and federal governments and agencies in connection with purchases of our products that are reimbursed by such entities. It is possible that future legislation in the United States and other jurisdictions could be enacted to potentially impact reimbursement rates for the products we are developing and may develop in the future and could further impact the levels of discounts and rebates paid to federal and state government entities. Any legislation that impacts these areas could impact, in a significant way, our ability to generate revenues from sales of any approved product that we bring to market. Most recently, on August 16, 2022, President Biden signed into the law the Inflation Reduction Act of 2022, or the IRA. Among other things, the IRA has multiple provisions that may impact the prices of drug products that are both sold into the Medicare program and throughout the United States. **Starting in 2023, In addition,** a manufacturer of drugs or biological products covered by Medicare Parts B or D must pay a rebate to the federal government if their drug product's price increases faster than the rate of inflation. This calculation is made on a **drug product by drug product product-by-product** basis and the amount of the rebate owed to the federal government is directly dependent on the volume of a drug **or biological** product that is paid for by Medicare Parts B or D. Additionally, starting for payment year 2026, the Centers for Medicare & Medicaid Services (CMS) will negotiate drug prices annually for a select number of single source Part D **drugs without generic or biosimilar competition. drugs.** CMS will also negotiate drug prices for a select number of Part B drugs starting for payment year 2028. If a drug product is selected by CMS for negotiation, it is expected that the revenue generated from such drug will decrease. CMS has begun to implement these new authorities and entered into the first set of agreements with pharmaceutical manufacturers **to conduct price negotiations in October 2023. for negotiated prices of 10 drug products, which will become applicable for payment year 2026.** However, the IRA's impact on the pharmaceutical industry in the United States remains uncertain, in part because multiple large pharmaceutical companies and other stakeholders (e.g., the U.S. Chamber of Commerce) have initiated federal lawsuits against CMS arguing the program is unconstitutional for a variety of reasons, among other complaints. Those lawsuits are currently ongoing.

In addition to the IRA's drug price negotiation provisions, President Biden's Executive Order 14087, issued in October 2022, called for CMS to prepare and submit a report to the White House on potential payment and delivery modes that would complement to IRA, lower drug costs, and promote access to innovative drugs. In February 2023, CMS published its report which described three potential models focusing on affordability, accessibility and feasibility of implementation for further testing by the CMS Innovation Center. **As of January 2024, the The CMS Innovation Center's testing of Center continues to test the proposed models is still in progress. and has started to roll out plans for access model testing of certain product types (e.g., cell and gene therapies) by states and manufacturers.**

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Political, economic and regulatory influences are subjecting the health care industry in the United States to fundamental changes. There have been, and we expect there will continue to be, legislative and regulatory proposals to change the health care system in ways that could significantly affect our future business. For example, the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Affordability Reconciliation Act of 2010, or collectively, the ACA, enacted in March 2010, substantially changed the way health care is financed by both governmental and private insurers. Certain legislative changes to and regulatory changes under the ACA have occurred over the past few years and further legislative changes to and regulatory changes under the ACA remain possible. We expect that healthcare reform measures that may be adopted in the future may result in more rigorous coverage criteria and lower reimbursement, and in additional downward pressure on the price that may be charged for any of our product candidates, if approved. Individual states in the United States have also increasingly passed legislation and implemented regulations designed to control pharmaceutical product pricing, including price or patient reimbursement constraints, discounts, restrictions on certain product access and marketing cost disclosure and transparency measures, and, in some cases, designed to encourage importation from other countries and bulk

purchasing. For example, in recent years, several states have formed prescription drug affordability boards (PDABs). Much like the IRA's drug price negotiation program, these PDABs have attempted to implement upper payment limits (UPLs) on drugs sold in their respective states in both public and commercial health plans. For example, in August 2023, Colorado's PDAB announced a list of five prescription drugs that would undergo an affordability review. The effects of these efforts remain uncertain pending the outcomes of several federal lawsuits challenging state authority to regulate prescription drug payment limits. Furthermore, in December 2020, the U.S. Supreme Court held unanimously that federal law does not preempt the states' ability to regulate pharmaceutical pharmacy benefit managers (PBMs) and other members of the health care and pharmaceutical supply chain, an important decision that appears to be leading towards further and more aggressive efforts by states in this area. The Federal Trade Commission in mid-2022 also launched sweeping investigations into the practices of the PBM industry that could lead to additional federal legislative or regulatory proposals targeting such entities' operations, pharmacy networks, or financial arrangements. Significant efforts to change the PBM industry as it currently exists in the U.S. United States may affect the entire pharmaceutical supply chain and the business of other stakeholders, including pharmaceutical companies like us.

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It is uncertain whether and how future legislation or regulatory changes could affect prospects for our product candidates or what actions federal, state, or commercial payers for pharmaceutical products may take in response to any such healthcare reform proposals or legislation. Adoption of price controls and cost-containment measures, and adoption of more restrictive policies in jurisdictions with existing controls and reforms may prevent or limit our ability to generate revenue, attain profitability or commercialize our product candidates.

Sales and Marketing

The FDA, in conjunction with the U.S. Federal Trade Commission, or FTC, regulates all advertising and promotion activities for products under FDA's jurisdiction prior to and after approval, including standards and regulations for direct-to-consumer advertising, dissemination of off-label information, industry-sponsored scientific and educational activities and promotional activities involving the Internet. Drugs may be marketed only for the approved indications and in accordance with the provisions of the approved label. Failure to comply with applicable FDA requirements may subject a company to adverse publicity, enforcement action by the FDA, corrective advertising, consent decrees and the full range of civil and criminal penalties available to the FDA and the U.S. Department of Justice. There are also continuing annual user fee requirements that are now assessed as program fees for certain NDA-approved drugs.

Physicians may prescribe legally available drugs for uses that are not described in the drug's labeling and that differ from those tested by us and approved by the FDA. Such off-label uses are common across medical specialties, and often reflect a physician's belief professional judgment that the off-label use is the best treatment for the patient. The FDA does not regulate the behavior of physicians in their choice of treatments, but FDA regulations do impose stringent restrictions on manufacturers' communications regarding off-label uses.

Our commercial marketing of CAPLYTA and related business activities could become subject to scrutiny and enforcement under one or more federal or state health care fraud and abuse laws and regulations. These fraud and abuse laws, and other applicable health care laws include:

- The federal Anti-Kickback Law, which prohibits, among other things, knowingly or willingly offering, paying, soliciting or receiving remuneration, directly or indirectly, in cash or in kind, to induce or reward the purchasing,

leasing, ordering or arranging for or recommending the purchase, lease or order of any goods or services for which payment may be made, in whole or in part, by federal health care programs such as Medicare and Medicaid;

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- The federal civil False Claims Act, which prohibits, among other things, individuals or entities from knowingly presenting, or causing to be presented, a false or fraudulent claim for payment of government funds or knowingly making, using or causing to be made or used, a false record or statement material to an obligation to pay money to the government or knowingly concealing or knowingly and improperly avoiding, decreasing or concealing an obligation to pay money to the federal government, and which provides for civil whistleblower or qui tam actions against individuals or entities alleged to have submitted a false claim;
- The federal Health Insurance Portability and Accountability Act of 1996, or HIPAA, which imposes criminal liability for knowingly and willfully executing a scheme to defraud any healthcare benefit program, knowingly and willfully embezzling or stealing from a health care benefit program, willfully obstructing a criminal investigation of a health care offense, or knowingly and willfully making false statements relating to healthcare matters;
- HIPAA, as amended by the Health Information Technology for Economic and Clinical Health Act and its implementing regulations, also imposes obligations, including mandatory contractual terms, with respect to safeguarding the privacy, security and transmission of individually identifiable health information;
- The federal Physician Payment Sunshine Act, which requires manufacturers of FDA-approved drugs (among others) covered by Medicare or Medicaid to report to CMS, on an annual basis, information related to payments and other transfers of value to physicians, teaching hospitals, and certain advanced non-physician health care practitioners and physician ownership and investment interests, with such data then being made publicly available on a website maintained by CMS called Open Payments; and

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- Analogous state and foreign laws and regulations, including state anti-kickback and false claims laws, which may apply to items or services reimbursed under Medicaid and other state programs or, in several states, apply regardless of the payer, as well as other state laws that require pharmaceutical companies to report expenses related to the marketing and promotion of pharmaceutical products, prohibit certain gifts or payments to health care providers in the state, and/or require pharmaceutical companies to implement compliance programs or marketing codes of conduct.

Violations of fraud and abuse laws, or other health care laws may be punishable by significant criminal and/or civil sanctions, including fines and civil monetary penalties, the possibility of exclusion from federal health care programs (including Medicare and Medicaid) and corporate integrity agreements, which impose, among other things, rigorous operational and monitoring requirements on companies. Similar sanctions and penalties also may be imposed upon executive officers and employees, including criminal sanctions against executive officers under the so-called “responsible corporate officer” doctrine,

even in situations where the executive officer did not intend to violate the law and was unaware of any wrongdoing. Given the penalties that may be imposed on companies and individuals if convicted, allegations of such violations often result in settlements even if the company or individual being investigated admits no wrongdoing. Settlements often include significant civil sanctions, including fines and civil monetary penalties, and corporate integrity agreements. If the government was to allege or convict us or our executive officers, employees or consultants of violating these laws, our business could be harmed. In addition, private individuals have the ability to bring similar actions under some of the fraud and abuse laws described above. Our activities could be subject to challenge for the reasons discussed above and due to the broad scope of these laws and extensive enforcement of them by law enforcement authorities. Further, federal and state laws that require manufacturers to make reports on pricing and marketing information could subject us to penalty provisions.

Human Capital

As of February 1, 2024 February 1, 2025, we employed 610 860 employees all of whom were full-time. We consider our relations with our employees to be good. To successfully commercialize CAPLYTA and develop our drug candidates, we must be able to attract and retain highly skilled personnel. During 2024, we expanded our sales force by approximately 150 representatives who will focus on commercial sales of CAPLYTA to primary care physicians. We anticipate hiring additional employees during 2024. are further expanding our sales force in 2025 to support the potential sNDA approval of CAPLYTA for the treatment of MDD as adjunctive therapy to antidepressants. We continually evaluate the business need and opportunity and balance in-house expertise and capacity with outsourced expertise and capacity. Currently, we outsource substantial clinical trial work to clinical research organizations and drug manufacturing to contract manufacturers.

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Compensation and Benefits

We believe that our future success largely depends upon our continued ability to attract, train, and retain highly skilled employees. Pharmaceutical companies both large and small compete for a limited number of qualified applicants to fill specialized positions. To attract qualified applicants, we offer a total rewards package consisting of base salary and cash target bonus, a comprehensive benefit package and equity compensation for every employee. Bonus opportunity and equity compensation increase as a percentage of total compensation based on level of responsibility. Actual bonus payout is based on performance. We also provide employees with opportunities to develop and grow professionally. The success of our human capital management investments is evidenced by our relatively low employee turnover.

Diversity, Equity and Inclusion

Much of our success is rooted in the diversity of our teams and our commitment to inclusion. We value diversity at all levels. We believe that our business benefits from the different perspectives a diverse workforce brings, and we pride ourselves on having a strong, inclusive and positive culture based on our shared mission and values.

At all times we strive to distinguish ourselves as a respected biopharmaceutical company that is differentiated by top talent and innovative research to develop products that address underserved medical needs.

Communication is critical in our ability to continuously enhance our company culture and create a more inclusive environment. The implementation of an announcement board allowed us to share what is important and impactful to us as a business. It also allows for us to host events that affect our employees on both a personal and professional level.

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Health, Wellness and Safety

We believe that the safety and health of our employees and their families is essential to our business. Our culture is driven by a desire to do what is right, and we strive to support the well-being of our employees. We prioritize the safety and well-being of our employees as they face both mental and physical challenges. We identify potential workplace risks and continue to provide resources to support our employees' well-being and to mitigate possible hazards.

Our financial, medical, and mental health benefits are designed to support our employees, and during foster their overall well-being. During the COVID-19 pandemic, global health challenges, we further expanded our offerings to create appropriate "work from home" conditions for success and wellness, including purchasing additional IT equipment and office supplies and increasing communications related to our mental health benefits. In particular, we offered sessions on seasonal stress to further support the mental health of our employees. As part of our ongoing commitment to employee well-being, we have also introduced a return-to-office initiative designed to foster collaboration and connection while maintaining flexibility to support a productive and healthy work environment.

Environmental, Social and Governance

Our commitment to integrating sustainability across our organization begins with our Board of Directors, or the Board. The Nominating and Governance Committee of the Board has oversight of strategy and risk management related to Environmental, Social and Governance, or ESG. The Board and, in some cases, Board committees oversee ESG strategy considering impacts on resources, product demand, and operations due to climate change and extreme weather events. Applying Nasdaq's listing standards for independence, four of our five directors are independent.

At the management level, we have implemented a cross-functional Sustainability Working Group. The Sustainability Working Group plays a crucial part in assigning roles, promoting accountability, and providing regular reporting to is responsible for preparing our annual Sustainability report, which is reviewed by senior leadership and the Board. leadership.

All employees are responsible for upholding our core values, including to communicate, collaborate, innovate and be respectful, as well as for adhering to our Code of Ethics and Business Conduct, including our policies on bribery, corruption, conflicts of interest and our whistleblower program. We On a regular basis, we review and update our policies to reflect the dynamic regulatory environment in which we operate. To foster a culture of open communication, we encourage employees to come to us with observations concerns through our dedicated anonymous hotline. Our compliance resources encourage a proactive approach to reporting ethical concerns and complaints, ensuring we understand the severity and frequency of an event in order to escalate and assess accordingly. Our Chief Compliance Officer strives to ensure accountability, objectivity, and compliance with our Code of Ethics and Business Conduct. raising questions. If a complaint is financial in nature, the Audit Committee Chair is notified concurrently, which triggers an investigation, action and report.

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Our approach to social responsibility encompasses a wide range of patient assistance and community involvement initiatives. Our patient support programs include co-pay assistance for commercially insured individuals and a free goods initiative for patients who meet program eligibility criteria, including financial thresholds. We are committed actively advocate for good mental health policies that improve access to protecting mental health treatments.

We recognize the environment essential role of environmental responsibility in delivering innovative treatments. We focus on practical and attempt impactful environmental strategies to mitigate any negative impact of manage waste in our operations. We monitor resource use, improve efficiency, supply chain and at the same time, reduce adapt our emissions and waste. business to climate change.

In order to reduce the overall impact of our product on the environment, we have taken steps to enhance the sustainability of our manufacturing processes for our drug substances. optimizing the small- and large-scale manufacturing processes. Our supply chain planning, focusing on reliability, spend management, and patient access, all aid in emissions reduction. Further, our supply chain encompasses geographic diversity to strengthen our contingency strategies to help ensure resilience. These strategies include maintaining a safety stock capable of sustaining manufacturing, even amid global disruptions such as geopolitical changes, labor or resource shortages, market fluctuations, or extreme weather events.

We are systematically addressing the environmental impacts of the buildings we rent as we make improvements, including adding energy control systems and other energy efficiency measures. Smart design elements contribute to reduced energy consumption. Our labs minimize greenhouse gas (GHG) emissions by utilizing electricity for reactions. Smart design elements contribute to reduced energy consumption. Waste in our own operations is minimized by our commitment to reducing both single-use plastics and operating primarily in a paper-free, digital environment. We have safety protocols in place for handling biohazardous waste in our labs, and we use third-party vendors to ensure proper disposal of biohazardous, flammable and chemical waste. Our focus extends across the supply chain, emphasizing reduced packaging and minimizing finished goods wastage. With each packaging decision, we aim to ensure the safe and compliant storage of our products.

We published our inaugural 2022 ESG 2023 Sustainability report on our website that highlights our commitment to patients, communities, employees, and society. Our ESG Sustainability report can be found on our website at www.intracellulartherapies.com/about-us/sustainability/. This website reference is provided for convenience only and the content on the referenced website is not incorporated by reference into this Annual Report on Form 10-K. We plan to publish

Given the nature of our 2023 ESG Report research and development and business activities, we do not expect that compliance with federal, state and local environmental laws will result in 2024. material costs or have a significant negative effect on our operations.

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Corporate Information

We were originally incorporated in the State of Delaware in August 2012 under the name “Oneida Resources Corp.” Oneida Resources Corp. was a “shell” company registered under the Securities Exchange Act of 1934, as amended, or the Exchange Act, with no specific business plan or purpose until it began operating the business of Intra-Cellular Therapies, Inc. (now re-named ITI, Inc., or ITI) through a reverse merger transaction on August 29, 2013, or the 2013 Merger. ITI was incorporated in Delaware in May 2001 to focus primarily on the development of novel drugs for the treatment of neuropsychiatric and neurologic diseases and other disorders of the central nervous system. Effective upon the 2013 Merger, a

wholly owned subsidiary of the Company merged with and into ITI. ITI continues as the operating subsidiary of the Company. As used herein, the words the “Company,” “we,” “us,” and “our” refer to Intra-Cellular Therapies, Inc. and its wholly owned subsidiary, ITI, Inc.

Our corporate headquarters and laboratory are located at 430 East 29th Street, New York, New York 10016, 135 Route 202/206, Suite 6, Bedminster, NJ 07921, and our telephone number is (646) 440-9333. We also have an office and laboratory in New York, New York and an office in Towson, Maryland. We maintain a website at www.intracellulartherapies.com, to which we regularly post copies of our press releases as well as additional information about us. We make available free of charge through the Investors section of our web site our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission. The Securities and Exchange Commission maintains an internet site (<http://www.sec.gov>) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the Securities and Exchange Commission. We include our web site address in this Annual Report on Form 10-K only as an inactive textual reference. Information contained in our website does not constitute a part of this report or our other filings with the SEC.

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Item 1A. RISK FACTORS

Except for the historical information contained herein, this report contains forward-looking statements that involve risks and uncertainties. These statements include projections about our finances, plans and objectives for the future, future operating and economic performance and other statements regarding future performance. These statements are not guarantees of future performance or events. Our actual results could differ materially from those discussed in this report. Factors that could cause or contribute to these differences include, but are not limited to, those discussed in the following section, as well as those discussed in Part II, Item 7 titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere throughout this report.

You should consider carefully the following risk factors, together with all of the other information included or incorporated by reference in this report. If any of the following risks, either alone or taken together, or other risks not presently known to us or that we currently believe to not be significant, develop into actual events, then our business, financial condition, results of operations or prospects could be materially adversely affected. If that happens, the market price of our common stock could decline, and stockholders may lose all or part of their investment.

Summary of Risk Factors

Our business is subject to numerous risks and uncertainties, including those highlighted in this section below, that represent challenges that we face in connection with the successful implementation of our strategy. The occurrence of one or more of the events or circumstances described in more detail in the risk factors below, alone or in combination with other events or circumstances, may have an adverse effect on our business, cash flows, financial condition and results of operations. Such risks include, but are not limited to:

- We may not complete the pending transaction with Johnson & Johnson within the time frame we anticipate or at all, which could have an adverse effect on our business, financial results, operations and/or the market price of our

common stock.

- The pendency of the Merger with Johnson & Johnson could adversely affect our business, financial results, operations and/or the market price of our common stock.
- In order to execute our business plan and achieve profitability, we need to continue to effectively expand the commercialization of CAPLYTA, which has been approved by the FDA for the treatment of schizophrenia in adults and for the treatment of bipolar depression in adults.
- If we do not obtain regulatory approval of lumateperone for other indications in the United States, or for any indication in foreign jurisdictions, we will not be able to market lumateperone for other indications or in other jurisdictions, which will limit our commercial revenues.
- If the sales and marketing capabilities we have established or our third-party relationships for the commercialization of CAPLYTA are not effective, CAPLYTA we may not be successfully commercialized, able to continue to grow our product revenues.
- We have generated revenues from product sales but there is no guarantee that our revenue from the sale of CAPLYTA will result in us achieving profitability.
- There is no guarantee that our planned clinical trials for lumateperone or our other product candidates will be successful.
- We expect our net losses to continue and are unable to predict the extent of future losses or when we will become profitable, if ever.
- We may require additional funding, which may not be available to us on acceptable terms, or at all, and, if not so available, may require us to delay, limit, reduce or cease our operations.
- Our management has broad discretion over the use of our cash and we may not use our cash effectively, which could adversely affect our results of operations.
- Delays, suspensions and terminations in our clinical trials or the need to conduct additional clinical trials or non-clinical studies could result in increased costs to us, delay our ability to generate product revenues and therefore may have a material adverse effect on our business, results of operations and future growth prospects.

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- Even though the FDA has granted approval of CAPLYTA for the treatment of schizophrenia and bipolar depression, the terms of the approval may limit its commercial potential. Additionally, CAPLYTA is still subject to ongoing regulatory requirements.
- Safety issues with our product candidates or approved product, or with product candidates or approved products of third parties that are similar to our product candidates, could give rise to delays in the regulatory approval process, restrictions on labeling or product withdrawal after approval.

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- Preliminary and interim data from our clinical studies that we may announce or publish from time to time may change as more patient data become available.
- We rely on third parties to conduct our clinical trials and perform data collection and analysis, which may result in costs and delays that prevent us from successfully commercializing our product candidates.
- Even if we successfully complete the clinical trials of one or more of our product candidates, the product candidates may fail for other reasons.
- We are subject to ongoing regulatory obligations and restrictions with regard to CAPLYTA and, following regulatory approval of any of our product candidates, we will be subject to ongoing regulatory obligations and restrictions with regard to such product candidates, which may result in significant expense and limit our ability to commercialize lumateperone and our other potential products.
- CAPLYTA and our product candidates, if approved, may not gain **or maintain** acceptance among physicians, patients, or the medical community, thereby limiting our potential to generate revenues, which will undermine our future growth prospects.
- We rely on third-party manufacturers to manufacture and supply lumateperone and our other product candidates for us. If one of our suppliers or manufacturers fails to perform adequately or fulfill our needs, we may be required to incur significant costs and devote significant efforts to find new suppliers or manufacturers. We may also face significant delays in our clinical trials, regulatory approvals and product introductions and commercialization.
- As our business expands and evolves, we may find that our current staffing is not adequate in size or capability to manage these changes and to perform under the new circumstances.
- Our ability to **compete may be undermined if we do not adequately protect our proprietary rights.**
- **Our ability to** generate product revenues will be diminished if lumateperone or any of our other potential products do not sell for adequate prices, receive coverage from payers or if patients are unable to obtain adequate levels of reimbursement.
- Public health threats could have a material impact on our business, financial condition and results of operations, including our commercial operations and sales, clinical trials and non-clinical studies.
- **Our ability to compete may be undermined if we do not adequately protect our proprietary rights.**
- CAPLYTA and future product candidates for which we obtain approval may face competition sooner than anticipated.
- Many of our competitors have greater resources and capital than us, putting us at a competitive disadvantage. If our competitors develop and market products that are more widely accepted in the marketplace than lumateperone or our other product candidates, they may negatively affect or eliminate our commercial opportunity.
- Numerous factors could result in substantial market volatility in the trading price of our common stock.

Risks Related to the Pending Transaction With Johnson & Johnson

We may not complete the pending transaction with Johnson & Johnson within the time frame we anticipate or at all, which could have an adverse effect on our business, financial results, operations and/or the market price of our common stock.

On January 10, 2025, we entered into the Merger Agreement with Johnson & Johnson, a New Jersey corporation, or Parent, and Fleming Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent, or Merger Sub, pursuant to which, subject to the terms and conditions thereof, Merger Sub will merge with and into the Company, or the Merger, with the Company surviving the Merger as a wholly owned subsidiary of Parent.

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At the effective time of the Merger, or the Effective Time, each share of common stock of the Company issued and outstanding immediately prior to the Effective Time (other than certain shares of common stock to be canceled pursuant to the Merger Agreement and shares of common stock with respect to which appraisal rights have been properly and validly exercised) will automatically be converted into the right to receive an amount equal to \$132.00 per share in cash, or the Merger Consideration, without interest thereon and less any applicable tax withholdings.

Consummation of the Merger is subject to customary closing conditions, including, without limitation, the absence of certain legal restraints preventing or otherwise making illegal the consummation of the Merger, no Company Material Adverse Effect (as defined in the Merger Agreement) having occurred since the signing of the Merger Agreement that is continuing as of immediately prior to the Effective Time, the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, or the HSR Act, and the adoption of the Merger Agreement and approval of the Merger by the affirmative vote of the holders of a majority of the outstanding shares of common stock, or the Company Stockholder Approval. In addition, the Merger Agreement contains certain termination rights for the Company and Parent. Subject to the terms and conditions of the Merger Agreement, we or Parent may terminate the Merger Agreement if the Merger is not consummated on or before July 10, 2025, which period may be extended automatically for two automatic 6-month periods if at the end of the prior period, either of the conditions relating to approval of the Merger pursuant to the HSR Act or the absence of certain legal restraints preventing or otherwise making illegal the consummation of the Merger (solely in respect of any antitrust law or order under any antitrust law) has not been satisfied, or the Termination Date. We also have the right to terminate the Merger Agreement to accept a “Superior Proposal” (as defined in the Merger Agreement) subject to compliance with certain procedures specified in the Merger Agreement. Upon termination of the Merger Agreement, under specified circumstances, we will be required to pay Parent a termination fee of \$475.5 million. As a result, we cannot assure you that all of the various closing conditions will be satisfied and that the Merger with Johnson & Johnson will be completed, or that, if completed, it will be exactly on the terms set forth in the Merger Agreement or within the expected time frame.

If the Merger is not completed within the expected time frame or at all, we may be subject to a number of material risks. The price of our common stock may decline to the extent that current market prices of our common stock reflect a market assumption that the Merger will be completed. We could also be required to pay Johnson & Johnson a termination fee of \$475.5 million if the Merger Agreement is terminated under specific circumstances set forth in the Merger Agreement. The failure to complete the Merger also may result in negative publicity, a decline in investor confidence, stockholder litigation being brought against us, adverse impacts to our relationships with our existing and prospective employees, collaborators, customers, regulators, suppliers and other business partners, us being unable to recruit prospective employees or to retain and motivate existing employees, and adverse financial impacts due to costs incurred in connection with the Merger. We may also be required to devote significant time and resources to litigation related to any failure to complete the Merger or related to any enforcement proceeding commenced against us to perform our obligations under the Merger Agreement.

The pendency of the Merger with Johnson & Johnson could adversely affect our business, financial results, operations and/or the market price of our common stock.

Our efforts to complete the Merger could cause substantial disruptions in, and create uncertainty surrounding, our business, which may materially adversely affect our financial condition, our results of operation and our business. Uncertainty as to whether the Merger will be completed may affect our ability to recruit prospective employees or to retain and motivate existing employees. Employee retention may be particularly challenging while the Merger is pending because employees may experience uncertainty about their roles following consummation of the Merger. Our management's and certain of our employees' attention is being directed toward the completion of the Merger and thus is being diverted to some extent from our day-to-day operations.

Uncertainty as to our future could adversely affect our business and our relationship with collaborators, customers, regulators, suppliers and other business partners. For example, collaborators, suppliers, and other counterparties may defer decisions concerning working with us, or seek to change existing business relationships with us. Changes to or termination of existing business relationships could adversely affect our results of operations and financial condition, as well as the market price of our common stock. The adverse effects of the pendency of the Merger could be exacerbated by any delays in completion of the Merger or termination of the Merger Agreement.

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While the Merger Agreement is in effect, we are subject to restrictions on our business activities.

While the Merger Agreement is in effect, we are subject to restrictions on our business activities, generally requiring us to conduct our business, in all material respects, in the ordinary course consistent with past practice, and subjecting us to a variety of specified restrictions absent Johnson & Johnson's prior consent. These limitations include, among other things, restrictions on our ability to acquire other businesses and assets, dispose of our assets, make investments, enter into certain contracts, repurchase or issue securities, pay dividends, make capital expenditures, take certain actions relating to intellectual property, amend our organizational documents, and incur indebtedness. Furthermore, we are limited in our ability to solicit other acquisition proposals during the pendency of the Merger. These restrictions could prevent us from pursuing strategic business opportunities, taking actions with respect to our business that we may consider advantageous and responding effectively and/or timely to competitive pressures and industry developments, and may, as a result, materially and adversely affect our business, results of operations and financial condition, which in turn could materially and adversely affect the price of our common stock.

The Merger Agreement contains provisions that could make it difficult for a third party to acquire us prior to the completion of the Merger.

The Merger Agreement contains restrictions on our ability to obtain a third-party proposal for an acquisition of the Company. These provisions include our agreement not to solicit or initiate any additional discussions with third parties regarding other proposals to acquire us, as well as restrictions on our ability to respond to such proposals, subject to fulfillment of certain fiduciary requirements of our Board of Directors. Under the terms of the Merger Agreement, we may be required to pay Johnson & Johnson a termination fee of \$475.5 million if the Merger Agreement is terminated under specific circumstances described in the Merger Agreement, including, but not limited to, a termination of the Merger Agreement by Johnson & Johnson in response to a "Company Board Recommendation Change" (as defined in the Merger Agreement) of our Board of Directors or a termination of the Merger Agreement by us to accept a "Superior Proposal" (as defined in the Merger Agreement). If the

Merger Agreement is terminated under such circumstances, the termination fee we may be required to pay under the Merger Agreement may require us to use available cash that would have otherwise been available for general corporate purposes and other uses. For these and other reasons, termination of the Merger Agreement could materially and adversely affect our business operations and financial condition, which in turn could materially and adversely affect the price of our common stock.

These provisions might discourage an otherwise-interested third party from considering or proposing an acquisition of the Company, even one that may be deemed of greater value to our stockholders than the Merger. Furthermore, even if a third party elects to propose an acquisition, the concept of a termination fee may result in that third party offering a lower value to our stockholders than such third party might otherwise have offered.

A lawsuit may be filed against us and/or Johnson & Johnson challenging the transactions contemplated by the Merger Agreement. An adverse ruling in any such lawsuit may delay or prevent the Merger from being completed.

Lawsuits arising out of or relating to the Merger Agreement and/or the proposed acquisition of us by Johnson & Johnson may be filed in the future. There can be no assurances that we will be successful in the outcome of any lawsuits challenging the Merger. One of the conditions to completion of the Merger is the absence of any applicable injunction or other order being in effect that prohibits completion of the Merger. Accordingly, if a plaintiff is successful in obtaining an injunction, then such order may prevent the Merger from being completed, or from being completed within the expected timeframe.

Lawsuits challenging the Merger could divert to some extent our management's and certain of our employee's attention from our day-to-day operations. We may also incur costs in connection with the defense or settlement of any litigation, including costs associated with the indemnification of our directors and officers and settlement payments. For these and other reasons, litigation related to the Merger Agreement could materially and adversely affect our business operations and financial condition, which in turn could materially and adversely affect the price of our common stock.

We have incurred, and will continue to incur, direct and indirect costs as a result of the pending transaction with Johnson & Johnson.

We have incurred, and will continue to incur, significant costs and expenses, including fees for professional services and other transaction costs, in connection with the pending Merger. We must pay substantially all of these costs and expenses whether or not the Merger is completed. There are a number of factors beyond our control that could affect the total amount or the timing of these costs and expenses.

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Risks Related to Our Business

In order to execute our business plan and achieve profitability, we need to continue to effectively expand the commercialization of CAPLYTA, which has been approved by the FDA for the treatment of schizophrenia in adults and for the treatment of bipolar depression in adults.

CAPLYTA is our only drug that has been approved for sale and it has been approved only for the treatment of schizophrenia in adults and bipolar depression in adults in the United States only. We are focusing a significant portion of our activities and resources on CAPLYTA, and we believe our prospects are highly dependent on, and a significant portion of the

value of our company relates to, our ability to successfully commercialize CAPLYTA for the treatment of schizophrenia in adults and for the treatment of bipolar depression in adults its approved indications in the United States.

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Successful commercialization of CAPLYTA is subject to many risks. We have never, as an organization, launched or commercialized any other product, and there is no guarantee that we will be able successful in continuing to successfully commercialize CAPLYTA for its approved indications. There are numerous examples of failures to meet high expectations of market potential, including by pharmaceutical companies with more experience and resources than us. We expect that continued commercial success of CAPLYTA for the treatment of schizophrenia and bipolar depression its approved indications will depend on many factors, including the following:

- the efficacy, cost, approved use, and side-effect profile of CAPLYTA regimens relative to competitive treatment regimens for the treatment of schizophrenia and bipolar depression; its approved indications;
- the effectiveness of our commercial strategy for the marketing of CAPLYTA, including our pricing strategy and the effectiveness of our efforts to obtain adequate third-party reimbursements;
- maintaining and successfully monitoring commercial manufacturing arrangements for CAPLYTA with third-party manufacturers to ensure they meet our standards and those of regulatory authorities, including the FDA, which extensively regulate and monitor pharmaceutical manufacturing facilities;
- our ability to meet the demand for commercial supplies of CAPLYTA;
- the acceptance of CAPLYTA by patients, the medical community and third-party payers; and
- the effect of recent or potential health care legislation in the United States.

While we believe that CAPLYTA for the treatment of schizophrenia and bipolar depression its approved indications has a commercially competitive profile, we cannot accurately predict the amount of revenue that will be generated from the sale of CAPLYTA. If we do not effectively commercialize CAPLYTA, we will not be able to execute our business plan and may not be able to achieve profitability. If our revenues, market share and/or other indicators of market acceptance of CAPLYTA do not meet the expectations of investors or public market analysts, the market price of our common stock would likely decline.

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If we do not obtain regulatory approval of lumateperone for other indications in the United States, or for any indication in foreign jurisdictions, we will not be able to market lumateperone for other indications or in other jurisdictions, which will limit our commercial revenues.

While CAPLYTA has been approved by the FDA for the treatment of schizophrenia and bipolar depression in adults, lumateperone has not been approved by the FDA for any other indications, and it has not been approved in any other jurisdiction for these indications or for any other indication. In order to market lumateperone for other indications or in other jurisdictions, we must obtain regulatory approval for each of those indications and in each of the applicable jurisdictions, and

we may never be able to obtain such approval. Approval of CAPLYTA by the FDA for the treatment of schizophrenia and bipolar depression does not ensure that foreign jurisdictions will also approve CAPLYTA for those indications, nor does it ensure that lumateperone will be approved by the FDA for additional indications or populations, nor does it ensure that foreign jurisdictions will also approve CAPLYTA for any indications or populations. Lumateperone is in Phase 3 clinical development as In the fourth quarter of 2024, we submitted an adjunctive therapy sNDA to the FDA for lumateperone for the treatment of MDD. MDD in adults, as adjunctive therapy to antidepressants. In the first quarter of 2025, the FDA accepted the sNDA for review. There is no guarantee that the FDA will approve our sNDA for the adjunctive treatment of MDD in adults or any other indication beyond CAPLYTA's currently approved indications, or that any ongoing or future studies of lumateperone in other indications will be successful, or successful. Furthermore, there is no guarantee that the FDA or any regulatory authority in foreign jurisdictions will approve lumateperone for any of those indications. The research, testing, manufacturing, labeling, approval, sale, import, export, marketing, and distribution of pharmaceutical product candidates are subject to extensive regulation by the FDA and other regulatory authorities in the United States and other countries, whose regulations differ from the FDA and from each other. We will be required to comply with different regulations and policies of the jurisdictions where we seek approval for our product candidates, and we have not yet identified all of the requirements that we will need to satisfy to submit lumateperone for approval for other indications or in other jurisdictions. This will require additional time, expertise and expense, including the potential need to conduct additional studies or development work for other jurisdictions beyond the work that we have conducted to support our NDA submission in schizophrenia, or our sNDA submissions in bipolar depression. depression or our sNDA submission in MDD. In addition, strategic considerations need to be taken into account when determining whether and when to submit lumateperone for approval in other jurisdictions. If we do not receive marketing approval for lumateperone for any other indication from the FDA or for any indication from any regulatory agency outside of the United States, we will never be able to commercialize lumateperone for any other indication in the United States or for any indication in any other jurisdiction. Even if we do receive additional regulatory approvals, we may not be successful in commercializing those opportunities.

If the results or timing of regulatory filings, the regulatory process, regulatory developments, clinical trials or non-clinical studies, or other activities, actions or decisions related to lumateperone do not meet our or others' expectations, the market price of our common stock could decline significantly.

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If the sales and marketing capabilities we have established or our third-party relationships for the commercialization of CAPLYTA are not effective, CAPLYTA we may not be successfully commercialized. able to continue to grow our product revenues.

Prior to the commercial launch of CAPLYTA in March 2020, we had no experience as a company in marketing drugs or with respect to pricing and obtaining adequate third-party reimbursement for drugs. We continue to build our commercial organization and capabilities in the United States in order to market CAPLYTA for the treatment of schizophrenia and bipolar depression. depression and to prepare for the potential commercial launch of CAPLYTA for the treatment of MDD as adjunctive therapy to antidepressants, subject to approval of our sNDA by the FDA. We will need to continue to expand successfully complete the expansion of our capabilities and/or enter into arrangements with third parties to sell and market CAPLYTA for the treatment of schizophrenia and bipolar depression and, if approved, for the adjunctive treatment of MDD and, if approved, to sell and market our other product candidates. If our sales and marketing capabilities or our third-party relationships for the commercialization of our products are not effective, our business could be materially harmed.

We have generated revenues from product sales but there is no guarantee that our revenues from the sale of CAPLYTA will result in us achieving profitability.

Our ability to generate revenue from product sales and achieve profitability depends on our ability to successfully commercialize CAPLYTA for the treatment of schizophrenia and bipolar depression in adults in the United States, and, if approved, for the adjunctive treatment of MDD in the United States, as well as our ability to complete the development of and obtain regulatory approvals necessary to commercialize lumateperone in other indications or to manufacture and market our other product candidates. We have a limited operating history on which to evaluate our business and prospects. While we have generated product revenues from CAPLYTA, we cannot guarantee that CAPLYTA we will be successfully commercialized successful in continuing to commercialize CAPLYTA or that any of our product candidates currently in development will ever become marketable products.

We must demonstrate that our product candidates satisfy rigorous standards of safety and efficacy for their intended uses before the FDA and other regulatory authorities. Even if we are successful in the European Union and elsewhere will approve them for commercialization. Significant additional research, non-clinical testing and clinical testing is required before we can submit applications continuing to the FDA commercialize CAPLYTA or other regulatory authorities for obtaining approval of our drug candidates. In addition, to compete effectively, our drugs must be easy to administer, cost-effective and economical to manufacture on a commercial scale. We may not achieve any of these objectives.

Lumateperone other product candidates, there is in Phase 3 clinical development as a novel treatment for MDD. Clinical conduct in Study 501, Study 502, and Study 505, global Phase 3 clinical trials evaluating lumateperone 42 mg as an adjunctive therapy to antidepressants for the treatment of MDD, is ongoing. Subject to the results of Study 501 and Study 502, we expect to file an sNDA with the FDA for approval of lumateperone as an adjunctive therapy to antidepressants for the treatment of MDD in 2024.

In addition, we intend to pursue the development of our PDE program, including lenrispodun for the treatment of several CNS and non-CNS conditions. Following the favorable safety and tolerability results in our Phase 1 program, we initiated our development program for lenrispodun for Parkinson's disease. We have an ongoing Phase 2 clinical program with lenrispodun for Parkinson's disease. We also have an active Investigational New Drug application to evaluate our newest candidate within the PDE 1 inhibitor program, ITI-1020, as a novel cancer immunotherapy. Our Phase 1 program with ITI-1020 in healthy volunteers is ongoing.

We cannot be certain that the clinical development of these or any other drug candidates in non-clinical testing or clinical development will be successful, no guarantee that we will receive the regulatory approvals required to commercialize them or that any of our other research and drug discovery programs will yield a drug candidate suitable for investigation through clinical trials. achieve profitability.

There is no guarantee that our planned clinical trials for lumateperone or our other product candidates will be successful.

The historical rate of failures for product candidates in clinical development and late-stage clinical trials is high. We are conducting and plan to conduct further clinical trials in lumateperone in indications beyond schizophrenia and bipolar depression as well as clinical trials of our other product candidates, and there is no guarantee that we will have the same level of success in these trials as we have had in certain of our previous clinical trials, or be successful at all.

In addition, although we believe that lumateperone non-clinical studies and follow-on compounds may also have clinical utility in indications other than schizophrenia and bipolar depression, we have never tested lumateperone in Phase 3 early clinical trials of any product candidate may not be predictive of the results of later-stage clinical trials, such that candidates may reach later stages of clinical trials and fail to show the desired safety and efficacy profile despite having shown evidence of positive safety and/or efficacy profile in the patient populations for these other indications, except for our ongoing non-clinical studies in MDD and our study in patients with a early-stage clinical diagnosis of probable AD and clinically significant symptoms of agitation, which we determined to discontinue following our independent data monitoring committee's, or DMC's, recommendation that the study should be stopped for futility. trials.

If we do not successfully complete clinical development and obtain approval of lumateperone in indications beyond schizophrenia and bipolar depression, we will be unable to market, sell and generate revenue from lumateperone in any of these other indications. Even though we have successfully completed certain clinical trials for CAPLYTA lumateperone in patients with schizophrenia and bipolar depression, MDD, those results do not guarantee that the FDA would approve our sNDA for lumateperone for the adjunctive treatment of MDD. Furthermore, our completed clinical trials for lumateperone are not necessarily predictive of results of future trials that may be needed before we may submit an any additional sNDA to the FDA for any indication beyond schizophrenia, and bipolar depression, depression or MDD. Of the vast number of drugs in development, only a small percentage result in the submission of an NDA or sNDA to the FDA, and even fewer result in the NDA or sNDA ultimately being approved by the FDA for commercialization.

We expect our net losses to continue and are unable to predict the extent of future losses or when we will become profitable, if ever.

We have experienced significant net losses since inception. As of December 31, 2023 December 31, 2024, we had an accumulated deficit of approximately \$1.6 billion \$1.7 billion. We expect to continue to incur net losses as we advance our programs and incur significant commercialization and clinical development costs. To date, we have received product revenues only from the commercialization of CAPLYTA. Prior to our commercial launch of CAPLYTA in March 2020, substantially all of our revenues were from our license and collaboration agreement with Takeda and our agreements with various U.S. governmental agencies and other parties, including our research and development grants. To continue to grow our revenues from lumateperone, we must continue to successfully commercialize lumateperone in its approved indications, indications and, subject to FDA approval, successfully launch the commercialization of lumateperone for the adjunctive treatment of MDD. To obtain revenues from our product candidates, we must succeed, either alone or with others, in developing, obtaining regulatory approval for, and manufacturing and marketing drugs with significant market potential. We may never succeed in these activities, and may never generate revenues that are significant enough to achieve profitability.

We may require additional funding, which may not be available to us on acceptable terms, or at all, and, if not so available, may require us to delay, limit, reduce or cease our operations.

We have consumed substantial amounts of capital since our inception. Our cash, cash equivalents, investment securities and restricted cash totaled \$499.7 million \$1.0 billion at December 31, 2023 December 31, 2024. With our cash, cash equivalents and investment securities, we intend to fund our drug development programs and our working capital needs in connection with the commercialization of CAPLYTA. Accordingly, we may require additional capital to continue our clinical development and commercialization activities. Because successful development of our product candidates is uncertain, we are unable to estimate the actual funds we will require to complete research and development and commercialize our products under development.

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Our future capital requirements will depend on, and could increase significantly as a result of, many factors, including:

- any failure or delay in completing the Merger;
- the amount of product sales from lumateperone;
- the costs of maintaining and expanding our sales and marketing capabilities for lumateperone; lumateperone as we prepare for, subject to FDA approval, the potential commercial launch of lumateperone for the adjunctive treatment of MDD;
- our ability to obtain regulatory approval for, and subsequently generate product sales from, lumateperone for the costs adjunctive treatment of preparing applications for regulatory approvals for lumateperone in MDD or other additional indications beyond schizophrenia and bipolar depression and potentially or in jurisdictions other than the United States, and for other product candidates, as well as the costs required to support review of such applications; States;
- the costs of manufacturing and distributing lumateperone for commercial use in the United States;
- the costs of preparing applications for regulatory approvals for our ability to obtain regulatory approval for, product candidates in the United States, and subsequently generate product sales from, lumateperone in additional indications beyond schizophrenia and bipolar depression or potentially in jurisdictions other than the United States; States, as well as the costs required to support review of such applications;
- the progress in, and the costs of, our non-clinical studies and clinical trials and other research and development programs;
- the scope, prioritization and number of our research and development programs;

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- our ability to enter into new, and to maintain any existing, collaboration and license agreements;
- the ability of any future collaborators and us to reach the milestones, and other events or developments, triggering payments under any future collaboration agreements or to otherwise make payments under such agreements;
- the extent to which any future collaborators are obligated to reimburse us for clinical trial costs under any future collaboration agreements;
- the costs involved in filing, prosecuting, enforcing and defending patent claims and other intellectual property rights; rights, including our ongoing Hatch-Waxman litigation;
- the costs of maintaining or securing manufacturing and supply arrangements for clinical or commercial production of lumateperone or our other product candidates;
- the costs of preparing applications for regulatory approvals for our product candidates;

- the costs of preparing for and establishing, or contracting for, sales and marketing capabilities if we obtain regulatory approvals for our product candidates;
- the costs involved in maintaining and expanding the accounting and data management systems to support commercial operations; candidates beyond lumateperone;
- the costs of acquiring products and entering into research collaborations; and
- the costs associated with litigation, including the costs incurred in defending against any product liability claims that may be brought against us related to lumateperone or our other product candidates.

Until we can generate sufficient continuing revenues, we expect to satisfy our future cash needs through our existing cash, cash equivalents and investment securities, strategic collaborations, private or public sales of our securities, debt financings, grant funding, or by licensing all or a portion of our products, product candidates or technology. Turmoil and volatility in the financial markets have adversely affected the market capitalization of many biotechnology companies, and generally made equity and debt financing more difficult to obtain. This, coupled with other factors, may limit our access to additional financing. This could have a material adverse effect on our ability to access sufficient funding. We cannot be certain that additional funding will be available to us on acceptable terms, or at all. If we do obtain additional funding through equity offerings, the ownership of our existing stockholders and purchasers of shares of our common stock in any such offering will be diluted, and the terms of any financing may adversely affect the rights of our stockholders. In addition, the issuance of additional shares by us, or the possibility of such issuance, may cause the market price of our shares to decline. If funds are not available, we will be required to delay, reduce the scope of, or eliminate one or more of our research or development programs or our commercialization efforts. We also could be required to seek funds through arrangements with collaboration partners or otherwise that may require us to relinquish rights to some of our technologies, products or product candidates or otherwise agree to terms unfavorable to us.

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Our management has broad discretion over the use of our cash and we may not use our cash effectively, which could adversely affect our results of operations.

Our management has significant flexibility in applying our cash resources and could use these resources for corporate purposes that do not increase our market value, or in ways with which our stockholders may not agree. We may use our cash resources for corporate purposes that do not yield a significant return or any return at all for our stockholders, which could adversely affect our future growth prospects.

Delays, suspensions and terminations in our clinical trials or the need to conduct additional clinical trials or non-clinical studies could result in increased costs to us, delay our ability to generate product revenues and therefore may have a material adverse effect on our business, results of operations and future growth prospects.

The commencement of clinical trials can be delayed for a variety of reasons, including delays in: demonstrating sufficient safety and pharmacological activity to justify seeking to commence a clinical trial; reaching agreement on acceptable terms with prospective contract research organizations and clinical trial sites; manufacturing sufficient quantities of a product candidate; obtaining clearance from the FDA to commence clinical trials pursuant to an IND; obtaining institutional review board IRB approval to conduct a clinical trial at a prospective clinical trial site; and patient subject enrollment, which is a function of many

factors, including the size and nature of the patient population, the nature of the protocol, the proximity of patients to clinical trial sites, the availability of effective treatments for the relevant disease and the eligibility criteria for the clinical trial.

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Once a clinical trial has begun, it may be delayed, suspended or terminated due to a number of factors, including: ongoing discussions with regulatory authorities regarding the scope or design of our clinical trials or requests by them for supplemental information with respect to our clinical trial results; failure to conduct clinical trials in accordance with regulatory requirements; lower than anticipated screening or retention rates of patients subjects in clinical trials; serious adverse events or side effects experienced by participants subjects; and insufficient supply or deficient quality of product candidates or other materials necessary for the conduct of our clinical trials.

Many of these factors may also ultimately lead to denial of regulatory approval of a current or potential product candidate. If we experience delays, suspensions or terminations in a clinical trial or are required to conduct additional clinical trials or non-clinical studies, our costs will increase, the commercial prospects for the related product candidate will be harmed, and our ability to generate product revenues will be delayed.

Even if we successfully complete the clinical trials of one or more of our product candidates, the product candidates may fail for other reasons.

Even if we successfully complete the clinical trials for one or more of our product candidates, the product candidates may fail for other reasons, including the possibility that the product candidates will:

- fail to receive the regulatory approvals required to market them as drugs;
- be subject to proprietary rights held by others requiring the negotiation of a license agreement prior to marketing;
- be difficult or expensive to manufacture on a commercial scale;
- have adverse side effects that make their use less desirable; or
- fail to compete with product candidates or other treatments commercialized by our competitors.

If we are unable to receive the required regulatory approvals, secure our intellectual property rights, minimize the incidence of any adverse side effects or fail to compete with our competitors' products, our business, financial condition, cash flows and results of operations could be materially and adversely affected.

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Even though the FDA has granted approval of CAPLYTA for the treatment of schizophrenia and bipolar depression, the terms of the approval may limit its commercial potential. Additionally, CAPLYTA is still subject to ongoing regulatory requirements.

Even though the FDA has granted approval of CAPLYTA, the scope and terms of the approval may limit our ability to commercialize CAPLYTA and, therefore, our ability to generate substantial revenues. The FDA has approved CAPLYTA only for the treatment of schizophrenia and bipolar depression in adults. The label for CAPLYTA also contains a “boxed” warning that elderly patients with dementia-related psychosis treated with antipsychotic drugs are at an increased risk of death and that CAPLYTA is not approved for the treatment of patients with dementia-related psychosis.

The manufacturing processes, labeling, packaging, distribution, adverse event reporting, storage, advertising, promotion and recordkeeping for CAPLYTA also continue to be subject to extensive and ongoing regulatory requirements. These requirements include, but are not limited to, submissions of safety and other post-marketing information and reports and manufacturing establishment registration. We will also have to continue to comply with **current good manufacturing processes, good clinical practices, cGMP, GCP and GLP requirements, as well as** international council for harmonization guidelines and good laboratory practices, **all of** which are **regulations and guidelines** enforced by the FDA for all of our non-clinical and clinical development **programs** and for any clinical trials that we conduct post-approval.

Discovery of any issues post-approval, including any safety concerns, such as unexpected side effects or drug-drug interaction problems, adverse events of unanticipated severity or frequency, or concerns over misuse or abuse of the product, problems with the facilities where the product is manufactured, packaged or distributed, or failure to comply with regulatory requirements, may result in, among other things, restrictions on CAPLYTA or on us, including:

- withdrawal of approval, addition of warnings **or contraindications**, or narrowing of the approved indication in the product label;
- requirement of a Risk Evaluation and Mitigation Strategy, or REMS, program to mitigate the risk of off-label use in populations where the FDA may believe that the potential risks of use may outweigh its benefits;
- voluntary or FDA-requested recalls;
- warning letters;
- suspension of any ongoing clinical studies;
- refusal by the FDA or other regulatory authorities to approve pending applications or supplements to approved applications filed by us;
- restrictions on operations, including restrictions on the marketing or manufacturing of the product or the imposition of costly new manufacturing requirements; or
- seizure or detention, or refusal to permit the import or export of products.

If any of these actions were to occur, we may have to delay or discontinue the commercialization of CAPLYTA, limit our sales and marketing efforts, conduct further post-approval studies, and/or delay, discontinue or change any other ongoing or planned clinical studies, which in turn could result in significant expense and delay or limit our ability to generate revenues.

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Safety issues with our product candidates or approved product, or with product candidates or approved products of third parties that are similar to our product candidates, could give rise to delays in the regulatory approval process,

restrictions on labeling or product withdrawal after approval.

Problems with product candidates or approved products marketed by third parties that utilize the same therapeutic target or that belong to the same therapeutic class as our product candidates or approved product could adversely affect the development and regulatory approval of our product candidates or commercialization **or** of our approved product. In 2012, the FDA released draft guidance recommending that prospective suicidality assessments be performed in clinical trials of any drug being developed for a psychiatric indication. Our development programs are focused **primarily** on psychiatric indications. Our PDE program is a novel target and may have unexpected safety effects that do not appear until late in clinical development or after commercial approval. As we continue the development and clinical trials of our product candidates and continue to commercialize our approved product, there can be no assurance that our product candidates or approved product will not experience significant safety issues.

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Discovery of previously unknown class effect problems may prevent or delay clinical development and commercial approval of product candidates or result in restrictions on permissible uses after their approval, including withdrawal of the medicine from the market. Many drugs acting on the CNS include boxed warnings and precautions related to suicidal behavior or ideation, driving impairment, somnolence/sedation and dizziness, discontinuation, weight gain, non-insulin dependent (type II) diabetes, cardiovascular side effects, sleep disturbances, and motor disturbances. The label for CAPLYTA contains a “boxed” warning that elderly patients with dementia-related psychosis treated with antipsychotic drugs are at an increased risk of death and that CAPLYTA is not approved for the treatment of patients with dementia-related psychosis. If we or others later identify undesirable side effects caused by the mechanisms of action or classes of our products or product candidates or any specific products or product candidates:

- we may be required to conduct additional clinical trials or implement a REMS program prior to or following approval;
- regulatory authorities may not approve our product candidates or, as a condition of approval, may require specific warnings and contraindications;
- regulatory authorities may withdraw their approval of the product and require us to take our drug off the market;
- we may have limitations on how we promote our drugs;
- sales of products may decrease significantly;
- we may be subject to litigation or product liability claims; and
- our reputation may suffer.

Any of these events could prevent us from achieving or maintaining market acceptance of the affected product or could substantially increase our commercialization costs and expenses, which, in turn, could delay or prevent us from generating significant revenues from its sale.

Finally, if the FDA determines that a drug may present a risk of substance abuse, it can recommend to the Drug Enforcement Administration, or DEA, that the drug be scheduled under the Controlled Substances Act, or the CSA. Controlled substances are subject to a high degree of regulation under the CSA, which establishes, among other things, certain registration, manufacturing quotas, security, recordkeeping, reporting, import, export and other requirements administered by the DEA that are separate and apart from the FDA's regulatory requirements. The DEA classifies controlled substances into

five schedules. Schedule I substances by definition have a high potential for abuse, have no currently “accepted medical use” in the United States, lack accepted safety for use under medical supervision, and may not be prescribed, marketed or sold in the United States. Pharmaceutical products approved for use by the FDA may be listed as Schedule II, III, IV or V, with Schedule II substances considered to present the highest potential for abuse or dependence and Schedule V substances the lowest relative risk of abuse. Any regulatory decision that one of our product candidates should be controlled under the CSA would create additional operational, financial, and commercialization burdens for such a product, which could affect our business and cash flows.

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If we seek to enter into strategic alliances for our drug candidates, but fail to enter into and maintain successful strategic alliances, we may have to reduce or delay our drug candidate development or increase our expenditures.

An important element of a biotechnology company's strategy for developing, manufacturing and commercializing its drug candidates may be to enter into strategic alliances with pharmaceutical companies or other industry participants to advance its programs and enable it to maintain its financial and operational capacity. We may face significant competition in seeking appropriate alliances. If we seek such alliances, we may not be able to negotiate alliances on acceptable terms, if at all. In addition, these alliances may be unsuccessful. On October 31, 2014, In 2014, we entered into the Termination Agreement an agreement to terminate our license agreement with Takeda, which terminated the Takeda License Agreement, pursuant to which all rights granted under the Takeda License Agreement license agreement were returned to us. If we seek such alliances and then fail to create and maintain suitable alliances, we may have to limit the size or scope of, or delay, one or more of our drug development or research programs.

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To the extent we are able to enter into collaborative arrangements or strategic alliances, we will be exposed to risks related to those collaborations and alliances.

Biotechnology companies at our stage of development sometimes become dependent upon collaborative arrangements or strategic alliances to complete the development and commercialization of drug candidates, particularly after the Phase 2 stage of clinical testing. If we elect to enter into collaborative arrangements or strategic alliances, these arrangements may place the development of our drug candidates outside our control, may require us to relinquish important rights or may otherwise be on terms unfavorable to us.

Dependence on collaborative arrangements or strategic alliances would subject us to a number of risks, including the risk that:

- we may not be able to control the amount and timing of resources that our collaborators may devote to the drug candidates;
- our collaborators may experience financial difficulties;

- we may be required to relinquish important rights, such as marketing and distribution rights;
- business combinations or significant changes in a collaborator's business strategy may also adversely affect a collaborator's willingness or ability to complete its obligations under any arrangement;
- a collaborator could independently move forward with a competing drug candidate developed either independently or in collaboration with others, including our competitors; and
- collaborative arrangements are often terminated or allowed to expire, which would delay the development and may increase the cost of developing our drug candidates.

Preliminary and interim data from our clinical trials that we may announce or publish from time to time may change as more patient data become available.

From time to time, we may announce or publish preliminary or interim data from our clinical trials. Preliminary and interim data of a clinical trial are not necessarily predictive of final data. Preliminary and interim data are subject to the risk that one or more of the clinical outcomes may materially change as patient enrollment continues and more patient data become available. As a result, preliminary and interim data should be viewed with caution until the final data are available. Material adverse changes in the final data compared to the interim data could affect our planned clinical path for our product candidates, including increasing costs of and/or causing delays in such development, and could significantly harm our business prospects.

We rely on third parties to conduct our clinical trials and perform data collection and analysis, which may result in costs and delays that prevent us from successfully commercializing our product candidates.

Although we design and manage our current non-clinical studies and clinical trials, we do not currently have the ability to conduct clinical trials for our product candidates on our own. In addition to our collaborators, we rely on contract research organizations, medical institutions, clinical investigators, and contract laboratories to perform data collection and analysis and other aspects of our clinical trials. In addition, we also rely on third parties to assist with our non-clinical studies, including studies regarding biological activity, safety, absorption, metabolism, and excretion of product candidates.

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Our non-clinical activities or clinical trials may be delayed, suspended, or terminated if: the quality or accuracy of the data obtained by the third parties on whom we rely is compromised due to their failure to adhere to our clinical protocols or regulatory requirements or if for other reasons, these third parties do not successfully carry out their contractual duties or fail to meet regulatory obligations or expected deadlines, or these third parties need to be replaced.

The third-party service providers we contract with are not our employees and, except for remedies available to us under our agreements with such third parties, we have less control over the timing, quality and other aspects of such non-clinical studies and clinical trials than we would have if we were to conduct them on our own. If the third parties on whom we rely fail to perform, our development costs may increase, our ability to obtain regulatory approval, and consequently, to commercialize our product candidates may be delayed or prevented altogether. We currently use several contract research organizations to perform services for our non-clinical studies and clinical trials. While we believe that there are numerous alternative sources to provide these services, in the event that we seek such alternative sources, we may not be able to enter into replacement arrangements without delays or incurring additional expenses.

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Even though our reliance on third parties for development activities reduces our control over such activities, we are responsible for ensuring that each of our studies is conducted in accordance with the applicable protocol, legal, regulatory, and scientific standards, and our reliance on third parties does not relieve us of our oversight and regulatory responsibilities. For example, we must ensure that our non-clinical studies are conducted in accordance with GLP requirements, as appropriate. In addition, we remain responsible for ensuring that each of our clinical trials is conducted in accordance with the general investigational plan and protocol for each trial. Moreover, the FDA and comparable foreign regulatory authorities require us to comply with established **Good Clinical Practice GCP** standards for conducting, recording, and reporting the results of clinical trials to assure that data and reported results are credible and accurate and that the rights, integrity, and confidentiality of trial participants are protected. In addition, our clinical trials must be conducted with product candidates produced under cGMP conditions. Regulatory authorities enforce these requirements through periodic inspections of trial sponsors, clinical and non-clinical investigators, manufacturers and trial sites. If we or any of our third-party service providers fails to comply with applicable regulatory requirements, we or they may be subject to enforcement or other legal actions, the data generated in our trials may be deemed unreliable and the FDA or comparable foreign regulatory authorities may require us to perform additional studies, which may significantly delay our clinical development plans and the regulatory approval process. We cannot assure you that upon inspection by a given regulatory authority, such regulatory authority will determine that we or our third-party service providers or clinical trial sites are in substantial compliance with the applicable regulatory requirements.

Further, we are currently conducting clinical trials for our product candidates in many countries, including the United States, Europe, Asia, and South America and may expand to other geographies. Timely enrollment of, completion of and reporting on our clinical trials is dependent upon these global clinical trial sites which are, or in the future may be, adversely affected by political instability or **conflict, among other factors**. Political instability and conflict in areas in the world where we have clinical operations, may delay our trials and negatively affect our business and operations in those regions.

Our employees, independent contractors, principal investigators, contract research organizations, consultants or vendors may engage in misconduct or other improper activities, including noncompliance with regulatory standards and requirements.

We are exposed to the risk that our employees, independent contractors, principal investigators, contract research organizations, consultants or vendors may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to us that violates: FDA regulations, including those laws requiring the reporting of true, complete and accurate information to the FDA; manufacturing standards; federal and state health care fraud and abuse laws and regulations; or laws that require the true, complete and accurate reporting of financial information or data. In addition, sales, marketing and business arrangements in the health care industry are subject to extensive laws and regulations intended to prevent fraud, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. Activities subject to these laws also involve the improper use or misrepresentation of information obtained in the course of clinical trials or creating fraudulent data in our non-clinical studies or clinical trials, which could result in regulatory sanctions and serious harm to our reputation.

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It is not always possible to identify and deter misconduct by our employees and other third parties, and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. Additionally, we are subject to the risk that a person could allege such fraud or other misconduct, even if none occurred. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, possible exclusion from participation in Medicare, Medicaid and other federal health care programs, contractual damages, reputational harm, diminished potential profits and future earnings, and curtailment of our operations, any of which could adversely affect our business, financial condition, results of operations or prospects.

Even if we successfully complete the clinical trials

[Table of one or more of our product candidates, the product candidates may fail for other reasons.](#)

[Even if we successfully complete the clinical trials for one or more of our product candidates, the product candidates may fail for other reasons, including the possibility that the product candidates will:](#)

- [fail to receive the regulatory approvals required to market them as drugs;](#) [Contents](#)
- **be subject to proprietary rights held by others requiring the negotiation of a license agreement prior to marketing;**
- **be difficult or expensive to manufacture on a commercial scale;**
- **have adverse side effects that make their use less desirable; or**
- **fail to compete with product candidates or other treatments commercialized by our competitors.**

If we are unable to receive the required regulatory approvals, secure our intellectual property rights, minimize the incidence of any adverse side effects or fail to compete with our competitors' products, our business, financial condition, cash flows and results of operations could be materially and adversely affected.

We are subject to ongoing regulatory obligations and restrictions with regard to CAPLYTA and, following regulatory approval of any of our product candidates, we will be subject to ongoing regulatory obligations and restrictions with regard to such product candidates, which may result in significant expense and limit our ability to commercialize lumateperone and our other potential products.

With regard to CAPLYTA and our product candidates, if any, approved by the FDA, or by another regulatory authority, we are held to extensive regulatory requirements over product manufacturing, labeling, packaging, adverse event reporting, storage, advertising, promotion and record keeping. Regulatory approvals may also be subject to significant limitations on the indicated uses or marketing of the product candidates. Potentially costly follow-up or post-marketing clinical studies may be required as a condition of approval to further substantiate safety or efficacy, or to investigate specific issues of interest to the regulatory authority.

Previously unknown problems with the product candidate, including adverse events of unanticipated severity or frequency, may result in restrictions on the marketing of the drug, and could include withdrawal of the drug from the market.

In addition, the law or regulatory policies governing pharmaceuticals may change. New statutory requirements or additional regulations may be enacted that could prevent or delay regulatory approval of our product candidates. We cannot predict the likelihood, nature or extent of adverse government regulation that may arise from future legislation or administrative

action, either in the United States or elsewhere. If we are not able to maintain regulatory compliance, we might not be permitted to market our drugs and our business could suffer.

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CAPLYTA and our product candidates, if approved, may not gain **or maintain** acceptance among physicians, patients, or the medical community, thereby limiting our potential to generate revenues, which will undermine our future growth prospects.

The degree of market acceptance by physicians, health care professionals and third-party payers of CAPLYTA, and any product candidate for which we obtain regulatory approval, and our profitability and growth will depend on a number of factors, including:

- our ability to provide acceptable evidence of safety and efficacy;
- the scope of the approved indication(s) for the product;
- the inclusion of any warnings or contraindications in the product label;
- pricing and cost effectiveness, which may be subject to regulatory control;
- our ability to obtain sufficient third-party insurance coverage or reimbursement;
- effectiveness of our or our collaborators' sales and marketing strategy;
- relative convenience and ease of administration;
- patient adherence to treatment;
- prevalence and severity of any adverse side effects; and
- availability of alternative treatments.

If any product that we develop does not provide a treatment regimen that is at least as beneficial as the current standard of care or otherwise does not provide some additional patient benefit over the current standard of care, that product will not achieve market acceptance and we will not generate sufficient revenues to achieve profitability.

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The failure to attract and retain skilled personnel and key relationships could impair our drug development and commercialization efforts.

We are highly dependent on our senior management and key clinical development, sales and marketing, scientific and technical personnel. Competition for these types of personnel is intense. The loss of the services of any member of our senior management, clinical development, sales and marketing, scientific or technical staff may significantly delay or prevent the

achievement of drug development, commercialization and other business objectives and could have a material adverse effect on our business, operating results and financial condition. We also rely on consultants and advisors to assist us in formulating our strategy. All of our consultants and advisors are either self-employed or employed by other organizations, and they may have conflicts of interest or other commitments, such as consulting or advisory contracts with other organizations, that may affect their ability to contribute to us. We intend to expand and develop new drug candidates, and may need additional funding to grow our business. We will need to hire additional employees in order to continue our research and clinical trials and to market our drugs when approved. This strategy may require us to recruit additional executive management and clinical development, regulatory, scientific, technical and sales and marketing personnel. There is currently intense competition for skilled executives and employees with relevant clinical development, regulatory, scientific, technical and sales and marketing expertise, and this competition is likely to continue. The inability to attract and retain sufficient clinical development, scientific, technical, sales and marketing, and managerial personnel, due to intense competition and our limited resources, would limit or delay our product development and commercialization efforts, which would adversely affect the development of our product candidates and commercialization of CAPLYTA and our product candidates, if approved, and growth of our business.

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We rely on third-party manufacturers to manufacture and supply lumateperone and our other product candidates for us. If one of our suppliers or manufacturers fails to perform adequately or fulfill our needs, we may be required to incur significant costs and devote significant efforts to find new suppliers or manufacturers. We may also face significant delays in our clinical trials, regulatory approvals and product introductions and commercialization.

We have no manufacturing facilities and have limited experience in the manufacturing of drugs or in designing drug-manufacturing processes. We have contracted with third-party manufacturers to produce, in collaboration with us, our product candidates, including lumateperone, for clinical trials and to produce lumateperone CAPLYTA for commercial sales. For example, in January 2017, we entered into a supply agreement with Siegfried and entered into a new supply agreement with Siegfried in January 2023, under which Siegfried has agreed to manufacture and supply the active pharmaceutical ingredient (API) and its intermediates for lumateperone in commercial quantities. Each month, we will provide Siegfried with a rolling forecast of our anticipated requirements for supply of the API. Under the Siegfried Agreement, we have the right to and may purchase the API and its intermediates for lumateperone from other suppliers. In addition, in January 2017, we entered into a manufacturing services agreement with Lonza, as amended in December 2022, under which Lonza has agreed to manufacture and supply the API for lumateperone in commercial quantities. We agreed to provide Lonza with a written forecast of our estimated quarterly requirements. While we believe that there are alternative sources available to manufacture our product candidates, in the event that we seek such alternative sources, we may not be able to enter into replacement arrangements without delays or additional expenditures. We cannot estimate these delays or costs with certainty but, if they were to occur, they could cause a delay in our development and commercialization efforts. If our existing or planned third-party manufacturing arrangements are terminated or if the sources of supply from such arrangements are inadequate and we must seek supply agreements from alternative sources, we may be unable to enter into such agreements or do so on commercially reasonable terms, which could delay a product launch or subject our commercialization efforts to significant supply risk.

Manufacturers of our product candidates are obliged to operate in accordance with FDA-mandated current good manufacturing practices, or cGMPs. cGMP requirements. The manufacture of pharmaceutical products in compliance with the cGMPs cGMP regulations requires significant expertise and capital investment, including the development of advanced manufacturing techniques and process controls. Manufacturers of pharmaceutical products often encounter difficulties in production, including difficulties with production costs and yields, quality control, including stability of the product or product

candidate and quality assurance testing, shortages of qualified personnel, as well as compliance with strictly enforced cGMP requirements, other federal and state regulatory requirements and foreign regulations. If our manufacturers were to encounter any of these difficulties or otherwise fail to comply with their obligations to us or under applicable regulations, our ability to provide product for commercial sale or product candidates in our clinical trials would be jeopardized. Any delay or interruption in the supply of commercial quantities of approved product could have a material adverse impact on our revenue from product sales and any delay or interruption in the supply of clinical trial materials could delay the completion of our clinical trials, increase the costs associated with maintaining our clinical trial programs and, depending upon the period of delay, require us to commence new clinical trials at significant additional expense or terminate the clinical trials completely.

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In addition, the facilities used by our contract manufacturers or other third-party manufacturers to manufacture our product candidates must be approved by the FDA pursuant to inspections conducted following our request for regulatory approval for our product candidates from the FDA. Drug manufacturing facilities are also subject to periodic inspections by FDA and other regulatory authorities. The pre-approval and periodic inspections are intended to confirm compliance with cGMP requirements including, among other things, quality control, quality assurance and the maintenance of records and documentation. Manufacturers of our product candidates may be unable **or fail** to comply with these cGMP requirements and with other FDA, state and foreign regulatory requirements. The FDA or similar foreign regulatory agencies may also implement new standards at any time, or change their interpretation and enforcement of existing standards for **the** manufacture, packaging or testing of products. We have little control over our manufacturers' compliance with these regulations and standards. A failure of any of our current or future contract manufacturers to **establish and follow cGMPs comply with applicable cGMP requirements** or to document their adherence to such practices may lead to significant delays in obtaining regulatory approval of product candidates or the ultimate launch of products, if approved, into the market. Failure by our current or future third-party manufacturers or us to comply with applicable regulations could result in sanctions being imposed on us, including fines, injunctions, civil penalties, failure of the government to grant marketing approval of drugs, delays, suspension or withdrawal of approvals, seizures or recalls of products, operating restrictions, and criminal prosecutions. If the safety of any product supplied is compromised due to our manufacturers' failure to adhere to applicable laws or for other reasons, we may be held liable for any injuries sustained as a result. Any of these factors could cause a delay of clinical studies, regulatory submissions, approvals or commercialization of our product candidates or approved product, entail higher costs or impair our reputation.

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As our business expands and evolves, we may find that our staffing is not adequate in size or capability to manage these changes and to perform under the new circumstances.

As our business expands and evolves, we will need to manage our operations and facilities effectively in order to **support the commercialization of CAPLYTA**, advance our drug development programs (including lumateperone, ITI-1284, **lenrispodun, ITI-333, ITI-1500 and ITI-1500) lenrispodun**), facilitate any future collaborations, and pursue other development activities as we may find that our staffing is not adequate in size or capability to manage these changes and to perform under the new

circumstances. For example, during the third quarter of 2024, we expanded our sales force by approximately 150 representatives who will focus on commercial sales of CAPLYTA to primary care physicians. We are further expanding our sales force in 2025 to support the potential sNDA approval of CAPLYTA for the treatment of MDD as adjunctive therapy to antidepressants. It is possible that our infrastructure may be inadequate to support our future efforts and growth. In particular, we will need to further develop information technology systems and internal sales, marketing, and distribution capabilities for any drug that we may successfully develop, including additional indications for lumateperone. We may not successfully manage our operations and, accordingly, may not achieve our research, development, commercialization, and profitability goals.

Our ability to generate product revenues will be diminished if lumateperone or any of our other potential products do not sell for adequate prices, receive coverage from payers or if patients are unable to obtain adequate levels of reimbursement.

Patients who are prescribed medicine for the treatment of their conditions generally rely on third-party payers to reimburse all or part of the costs associated with their prescription drugs. Adequate coverage and reimbursement from governmental health care programs, such as Medicare and Medicaid, and commercial payers are critical to new product acceptance. Coverage decisions may depend upon clinical and economic standards that disfavor new drug products when more established or lower cost therapeutic alternatives are already available or subsequently become available. Even if we obtain coverage for lumateperone or other potential products, the resulting reimbursement payment rates might not be adequate or may require co-payments that patients find unacceptably high. Patients are unlikely to use lumateperone or other product candidates, if approved, unless coverage is provided and reimbursement is adequate to cover a significant portion of the cost of those products.

In addition, the market for lumateperone or any product candidate for which we may receive regulatory approval will depend significantly on access to third-party payers' drug formularies, or lists of medications for which third-party payers provide coverage and reimbursement. The industry competition to be included in such formularies often leads to downward pricing pressures on pharmaceutical companies. Also, third-party payers may refuse to include a particular branded drug in their formularies or otherwise restrict patient access to a branded drug when a less costly generic equivalent or other alternative is available, even if not approved for the indications for which lumateperone is approved.

Third-party payers, whether foreign or domestic, governmental or commercial, are developing increasingly sophisticated methods of controlling health care costs.

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The current environment is putting pressure on companies to price products below what they may feel is appropriate. Selling lumateperone at less than an optimized price could impact our revenues and overall success as a company. We do not know if the price we have selected, or may select in the future, for lumateperone is or will be the optimized price. In addition, in the United States, no uniform policy of coverage and reimbursement for drug products exists among third-party payers. Therefore, coverage and reimbursement for drug products such as lumateperone may differ significantly from payer to payer. As a result, the coverage determination process is often a time-consuming and costly process that will require us to provide scientific and clinical support for the use of our drug products such as lumateperone to each payer separately, with no assurance that coverage will be obtained. If we are unable to obtain and maintain coverage of, and adequate payment levels for, our products from third-party payers, physicians may limit how much or under what circumstances they will prescribe or administer them and patients may decline to purchase them. This in turn could affect our ability to successfully commercialize

any approved products and thereby adversely impact our profitability, results of operations, financial condition, and future success.

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Health care legislation may make it more difficult to receive revenues from CAPLYTA or future products.

In both the United States and certain foreign jurisdictions, there have been a number of legislative and regulatory proposals in recent years to change the health care system in ways that could impact our ability to sell our products profitably. For example, on August 16, 2022, in August 2022, President Biden signed into the law the Inflation Reduction Act of 2022, or the IRA. Among other things, the IRA has multiple provisions that may impact the prices of drug products that are both sold into the Medicare program and throughout the United States. Starting in 2023, For example, a manufacturer of drugs or biological products covered by Medicare Parts B or D must pay a rebate to the federal government if their drug product's price increases faster than the rate of inflation. This calculation is made on a drug product by drug product basis and the amount of the rebate owed to the federal government is directly dependent on the volume of a drug product that is paid for by Medicare Parts B or D. Additionally, starting for payment year 2026, CMS will negotiate drug prices annually for a select number of single source Part D drugs without generic or biosimilar competition. CMS will also negotiate drug prices for a select number of Part B drugs starting for payment year 2028. If a drug product is selected by CMS for negotiation, it is expected that the revenue generated from such drug will decrease. CMS has begun to implement these new authorities and entered into the first set of agreements with pharmaceutical manufacturers to conduct price negotiations in October 2023. for negotiated prices of 10 drug products, which will become applicable for payment year 2026. However, the IRA's impact on the biopharmaceutical industry in the U.S. United States remains uncertain, in part because multiple large pharmaceutical companies and other stakeholders (e.g., the U.S. Chamber of Commerce) have initiated federal lawsuits against CMS arguing the program is unconstitutional for a variety of reasons, among other complaints. Those lawsuits are currently ongoing. Further legislative changes to health care and pharmaceutical laws in the United States remain possible. We expect that health care reform measures that may be adopted in the future may result in more rigorous coverage criteria and lower reimbursement, and in additional downward pressure on the price that may be charged for lumateperone or any of our other product candidates, if approved. Any reduction in reimbursement from Medicare or other government programs may result in a similar reduction in payments from private payers. The implementation of cost containment measures or other health care reforms may prevent us from being able to generate revenue, attain profitability, or commercialize CAPLYTA or any other products for which we receive regulatory approval.

In addition, in many foreign countries, particularly the countries of the European Union, the pricing of prescription drugs is subject to government control. In some non-U.S. jurisdictions, the proposed pricing for a drug must be approved before it may be lawfully marketed. The requirements governing drug pricing vary widely from country to country. For example, the European Union provides options for its member states to restrict the range of medicinal products for which their national health insurance systems provide reimbursement and to control the prices of medicinal products for human use. A member state may approve a specific price for the medicinal product or it may instead adopt a system of direct or indirect controls on the profitability of the company placing the medicinal product on the market. We may face competition from lower-priced products in foreign countries that have placed price controls on pharmaceutical products.

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We currently have limited experience as a company in marketing and distributing pharmaceutical products and rely on third-party distributors to distribute CAPLYTA. If we are unable to continue to effectively commercialize CAPLYTA, we may not be able to generate adequate product revenues.

CAPLYTA, which was approved by the FDA in December 2019 for the treatment of schizophrenia in adults in the United States and in December 2021 for the treatment of bipolar depression in adults in the United States, is our only drug that has been approved for sale by any regulatory body. We initiated the commercial launch of CAPLYTA in March 2020. As such, as an organization, this was the first time we have launched or commercialized any pharmaceutical product. In order to continue to successfully commercialize CAPLYTA, we must continue to develop our sales, marketing, managerial, compliance, and related capabilities or make arrangements with third parties to perform these services. If we are unable to maintain and develop adequate sales, marketing, and distribution capabilities, whether independently or with third parties, we may not be able to continue to appropriately commercialize and generate revenue from sales of CAPLYTA and may not become profitable.

We are employing our own internal sales force to commercialize CAPLYTA for the treatment of schizophrenia and bipolar depression as part of our commercialization strategy in the United States. We are competing with other pharmaceutical and biotechnology companies to recruit, hire, train and retain marketing and sales personnel. These efforts will continue to be expensive and time-consuming, and we cannot be certain that we will be able to successfully maintain and further develop our sales force.

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Additionally, our strategy includes distributing CAPLYTA through third-party distributors. While we have entered into, or will attempt to enter into, agreements with these distributors to distribute CAPLYTA in the United States, they may not perform as agreed or they may terminate their agreements with us. Also, we may need to enter into agreements with additional distributors, and there is no guarantee that we will be able to do so on commercially reasonable terms or at all. If we are unable to maintain and, if needed, expand, our network of distributors, we would be exposed to substantial distribution risk.

In the event we are unable to effectively **develop** **maintain** and **maintain** **expand** our commercial team, including our U.S. sales force, or maintain and, if needed, expand, our network of distributors, our ability to effectively commercialize CAPLYTA and generate product revenues would be limited.

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The FDA has granted marketing approval of CAPLYTA for the treatment of schizophrenia in adults and the treatment of bipolar depression in adults, and we could face liability if a regulatory authority determines that we are promoting CAPLYTA for any “off-label” uses.

A company may not promote “off-label” uses for its drug products. An off-label use is the use of a product for an indication or patient population that is not described in the product’s FDA-approved label in the United States or for uses in

other jurisdictions that differ from those approved by the applicable regulatory agencies. Physicians, on the other hand, may prescribe products for off-label uses. Although the FDA and other regulatory agencies do not regulate a physician's choice of drug treatment made in the physician's independent medical judgment, they do restrict promotional communications from pharmaceutical companies or their sales forces with respect to off-label uses of products for which marketing clearance has not been issued. A company that is found to have promoted off-label use of its product may be subject to significant liability, including civil and criminal sanctions. We intend to comply with the requirements and restrictions of the FDA and other regulatory agencies with respect to our promotion of CAPLYTA, and any other products we may market, but we cannot be sure that the FDA or other regulatory agencies will agree that we have not violated their restrictions. As a result, we may become subject to criminal and civil liability should an agency determine that such violations occurred. In addition, our management's attention could be diverted to handle any such alleged violations. A significant number of pharmaceutical companies have been the target of inquiries and investigations by various U.S. federal and state regulatory, investigative, prosecutorial and administrative entities in connection with the promotion of products for unapproved uses and other sales practices, including the Department of Justice, or DOJ, and various U.S. Attorneys' Offices, the Health and Human Services Office of Inspector General, the FDA, the Federal Trade Commission and various state Attorneys General offices. These investigations have alleged violations of various U.S. federal and state laws and regulations, including claims asserting antitrust violations, violations of the FDCA, the civil False Claims Act, anti-kickback laws, and other alleged violations in connection with the promotion of products for unapproved uses, pricing and Medicare and/or Medicaid reimbursement. If the FDA, DOJ, or any other governmental agency initiates an enforcement action against us, or if we are the subject of a qui tam suit under the False Claims Act and it is determined that we violated prohibitions relating to the promotion of products for unapproved uses, we could be subject to substantial civil or criminal fines or damage awards and other sanctions such as consent decrees and corporate integrity agreements pursuant to which our activities would be subject to ongoing scrutiny and monitoring to ensure compliance with applicable laws and regulations. Any such fines, awards or other sanctions would have an adverse effect on our revenue, business, financial prospects, and reputation.

There are possible limitations on We may be unable to use certain of our use of net operating losses. losses and other tax assets.

We have substantial tax loss carry forwards in the U.S. (both federal and state). In general, our net operating losses and tax credits have been fully offset by a valuation allowance due to uncertainties surrounding our ability to realize these tax benefits.

As of December 31, 2023 December 31, 2024, we had federal net operating loss carryforwards, or NOLs, of approximately \$528.4 million \$479.0 million, of which \$21.3 million will begin to expire at various dates starting 2035 through 2037 and \$457.7 million do not expire. The gross amount of the state net operating loss carryforwards is equal to or less than the federal net operating loss carryforwards and expires over various periods based on individual state tax law. We also have \$31.1 million of research and development credits carryforwards, or R&D credits which are available to reduce any future federal and state taxable income, of which \$73.6 million will begin to expire at various dates through 2037 and \$454.8 million do not expire. tax liability incurred. The use of our NOLs and R&D credits may be restricted due to changes in ownership, including as a result of public offerings.

Under Section 382 and 383 of the Internal Revenue Code of 1986, as amended, or the Code, changes in our ownership (as defined by the foregoing sections of the Code) may limit the amount of NOLs and tax credit carryforwards that could be utilized annually in the future to offset taxable income.

For the years ended December 31, 2015 through 2022, 2023, we performed a Section 382 ownership analysis and determined that no ownership change occurred (within the meaning of Section 382 of the Code) as a result of our public offering in 2022. Our previous ownership analysis through December 31, 2015 reflected an ownership change occurred as a result of our 2015 public offerings.

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Changes in tax laws could adversely affect our business and financial condition.

On August 9, 2022, the United States enacted the CHIPS and Science Act which provides an investment tax credit for 25% of qualified investments primarily used for manufacturing of semiconductors and related equipment in the U.S. On August 16, 2022, the United States enacted the Inflation Reduction Act ("IRA") which includes a provision for a 15% corporate alternative minimum tax on companies with average annual adjusted financial statement income over \$1 billion effective for tax years ending after December 31, 2022. In addition to other provisions included such as stock buy-back and prescription drug pricing, we reviewed the provisions and there was not a material tax impact on our financial statements for the year ended **December 31, 2023** **December 31, 2024**.

We continue to examine the impact this **and any future** tax reform legislation may have on our business and depending on possible foreign operations, among other things, the impact of this tax reform is uncertain and could be adverse. This report does not discuss any such tax legislation or the manner in which it might affect holders of our common stock. We urge our stockholders to consult with their legal and tax advisors with respect to such legislation and the potential tax consequences of investing in our common stock.

Cybersecurity incidents, loss of data and other disruptions could compromise sensitive information related to our business, prevent us from accessing critical information, impact our ability to manufacture, distribute and sell CAPLYTA and any future products, or expose us to liability and reputational harm. Any of these risks could adversely affect our business and our reputation.

We rely upon information technology systems for our business, many of which are licensed from, and therefore operated and hosted by, third parties who process, transmit and store our electronic information. These systems, some of which are native cloud technologies, are used to manage or support our research and operational activities. We continue to work in a hybrid working model where **the majority of** our employees and contingent workers **at times** operate from locations other than our corporate **offices. offices or are fully remote.** As a result, we are **increasingly** dependent upon our information technology systems to operate our business. We **are dependent** **rely on** **adequate IT security measures** to ensure the availability, reliability, and integrity of our technology systems and data.

As part of our business, we or our third party providers collect sensitive personal health information during the development of drug products, the execution of clinical trials, and as part of our patient incentive programs.

Breakdowns, invasions, corruptions, destructions, denial of service, unauthorized access to our data and information, and/or breaches of our information technology systems, including our cloud technologies, could subject us to legal liability, financial penalties and remediation costs, operational down time, and reputational loss, which would negatively impact our business operations. **Cybersecurity incidents also pose a risk that sensitive data, including intellectual property, trade secrets or personal data, and/or personal/protected health information belonging to us, patients, customers or other business partners, may be exposed to unauthorized persons or to the public.** Recovery from any such cybersecurity incident could require replacement of technology, extensive remediation work, and/or ransomware payments.

Our information technology systems, including our cloud technologies, continue to increase in multitude and complexity, increasing our vulnerability to breakdowns and cybersecurity incidents. At the same time, techniques **Techniques** used in cybersecurity attacks to obtain unauthorized access, disable or sabotage information technology systems are evolving rapidly

with data breaches and other cybersecurity events becoming commonplace. This is a direct result of the intensification of state-sponsored cybersecurity attacks and the monetary **gain gains being made** by cyber criminals.

Cybersecurity incidents also pose a risk that sensitive data, including intellectual property, trade secrets or personal data, and/or personal/protected health information belonging to us, patients, customers or other business partners, may be exposed to unauthorized persons or to the public.

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Cybersecurity incidents and attacks are increasing in their frequency, sophistication and intensity, are becoming increasingly difficult to detect, and they can impact vendors, customers or companies, including vendors, suppliers and other companies in our supply chain. They are often carried out by motivated, well-resourced, skilled and persistent actors, including nation states, organized crime groups, “hacktivists” and employees or contractors acting with careless or malicious intent. Cyber-attacks include deployment of harmful malware and key loggers, ransomware, a denial-of-service attack, a malicious website, the use of social engineering and other means to affect the confidentiality, integrity and availability of our technology systems and data. Cyber-attacks also include manufacturing, hardware or software supply chain attacks, which could cause a delay in the manufacturing of products or products produced for contract manufacturing or lead to a compromise of data or other cybersecurity incident. Our key business partners face similar risks and any cybersecurity incident affecting their systems could adversely affect our security posture. In addition, our **increased** use of dispersed technologies heightens these and other operational risks, and any failure by cloud or other technology service providers to adequately safeguard their systems and prevent cyber-attacks under the shared responsibility model could disrupt our operations and result in misappropriation, corruption or loss of confidential or trade secret information, personal data and/or personal/protected health information. For example, the loss of clinical trial data from completed or ongoing or planned clinical trials could result in delays in our regulatory approval efforts and significantly increase our costs to recover or reproduce the data. In addition, there can be no assurance that we will promptly detect any such disruption or cybersecurity incident, if at all. To the extent that any disruption or cybersecurity incident were to result in a loss of or damage to our data or applications, or inappropriate disclosure of confidential or proprietary information, we could incur liability and the commercialization of our approved product and the further development of our product candidates could be delayed or otherwise adversely impacted.

We have invested and continue to invest in security initiatives, information technology risk management, third party risk management, and disaster recovery. The development and maintenance of these measures is costly and requires ongoing monitoring and updating as efforts by threat actors to overcome security measures become increasingly more frequent, intense, and sophisticated. There can be no assurance that our efforts will prevent disruptions or cybersecurity incidents in our systems that could adversely affect our business and operations and/or result in the loss of critical or sensitive information, which could result in financial, legal, operational or reputational harm to us, loss of competitive advantage or loss of consumer confidence.

Our business is subject to complex and evolving U.S. federal and state, and foreign laws and regulations, imposing obligations on how we collect, use disclose, store and process personal data. We are also subject to information security policies and contractual obligations relating to privacy and data protection, including the use, processing, and cross-border transfer of personal data. The actual or perceived failure by us, or vendors to comply with these laws and regulations, policies and contractual obligations could harm our business and/or reputation, and subject us to significant fines and liability.

A growing body of increasingly stringent domestic and foreign laws and regulations governs the collection, use, disclosure, transfer and other processing of personal data, many of which differ from each other in significant ways and often are not preempted by HIPAA. Privacy laws in the United States are becoming increasingly complex and changing rapidly. California was the first U.S. state to enact a comprehensive privacy law, California Consumer Privacy Act, or the CCPA, which took effect on January 1, 2020. The CCPA requires covered companies to provide new disclosures to California residents and honor their requests to access, delete and opt-out of certain sharing of their personal data. The CCPA provides for civil penalties for violations and statutory damages for certain data breaches. The CCPA has also been substantially amended by a voter-approved ballot initiative called the California Privacy Rights Act, or the CPRA. The CPRA went into full effect on January 1, 2023, and, among other things, creates a new administrative agency to implement and enforce California's privacy laws and extended rights to California-based employees. In addition to California, more U.S. states are enacting similar legislation, increasing compliance complexity and increasing risks of failure to comply. In 2023, comprehensive privacy laws in Virginia, Colorado, Connecticut, and Utah all took effect, and laws in Montana, Oregon, and Texas will take effect in 2024. While certain clinical trial activities are exempt from some state privacy law requirements, other personal data that we handle may be subject to these various laws, which may increase our compliance costs, exposure to regulatory enforcement action and other liabilities.

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Compliance with U.S. and international data protection laws and regulations could require us to take on more onerous obligations in our contracts, restrict our ability to collect, use and disclose data, or in some cases, impact our ability to operate in certain jurisdictions. Data protection laws and data protection worldwide is, and is likely to remain, uncertain for the foreseeable future. While we strive to comply with applicable data protection laws, external and internal privacy and security policies, and contractual data protection obligations to the extent possible, we may at times fail to do so. Moreover, despite our efforts, we may not be successful in achieving compliance if our personnel, collaborators, partners or vendors do not comply with applicable data protection laws, external and internal privacy and security policies, and contractual data protection obligations. Actual or perceived failure to comply with U.S. and international data protection laws could result in government enforcement actions (which could include civil or criminal penalties), private litigation or adverse publicity, penalties and other liabilities, claims for damages by affected individuals, and damage to our reputation, any of which could materially and negatively affect our operating results and business, financial condition, and growth prospects. Moreover, clinical trial subjects about whom we or our potential collaborators obtain information, as well as the providers who share this information with us, may contractually limit our ability to use and disclose the information. Claims that we have violated individual's privacy rights, even if we are found not liable, could be expensive and time consuming to defend and could result in adverse publicity that could harm our business.

We are also subject to the terms of our external and internal privacy and security policies, representations, certifications, publications and frameworks, and contractual obligations to third parties related to privacy, information security and processing. Failure or a perceived failure to comply with these policies, or if these policies are, in whole or part, found or perceived to be inaccurate, incomplete, deceptive, unfair, or misrepresentative of our actual practices, could result in reputational harm; result in litigation; cause a material adverse impact to business operations or financial results; and otherwise result in other material harm to our business.

Public health threats could have a material impact on our business, financial condition and results of operations, including our commercial operations and sales, clinical trials and non-clinical studies.

The COVID-19 worldwide pandemic, which was recently declared no longer a public health emergency both globally and in the United States, presented substantial public health and economic challenges and affected our employees, customers, patients, physicians and other healthcare providers, communities and business operations, as well as the U.S. and global economies and financial markets. International and U.S. governmental authorities in impacted regions took multiple and diverse actions in an effort to slow the spread of COVID-19 and variants of the virus, including issuing varying forms of "stay-at-home" orders. Such measures taken by the governmental authorities to respond to any future epidemic or pandemic disease outbreaks could severely impact our ability to successfully commercialize CAPLYTA in the United States, disrupt the supply chain and the manufacture or shipment of drug substances and finished drug products for use in our clinical trials and research and non-clinical studies and, delay, limit or prevent our employees from continuing research and development activities, impede our clinical trial initiation and recruitment and the ability of patients to continue in clinical trials, including due to measures taken that may limit social interaction or prevent reopening of high-transmission settings, impede testing, monitoring, data collection and analysis and other related activities, any of which could delay our non-clinical studies and clinical trials and increase our development costs, and have a material adverse effect on our business, financial condition and results of operations. Any future epidemic or pandemic disease outbreak, including any resurgence of COVID-19, could also potentially further affect the operations of the FDA or other regulatory authorities, which could result in delays in meetings related to our planned clinical trials. Any future epidemic disease outbreak may have an adverse impact on global economic conditions which could have an adverse effect on our business and financial condition, including impairing our ability to raise capital when needed.

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Risks Related to Our Intellectual Property

Our ability to compete may be undermined if we do not adequately protect our proprietary rights.

Our commercial success depends on obtaining and maintaining proprietary rights to our products, product candidates and technologies and their uses, as well as successfully defending these rights against third-party challenges. We will only be able to protect our products and product candidates, proprietary technologies, and their uses from unauthorized use by third parties to the extent that valid and enforceable patents, or effectively protected trade secrets, cover them. We have patent rights under issued patents in many cases covering our lumateperone, ITI-1284, ITI-1500, lenrispodun ITI-1284, ITI-333, and ITI-1020 and ITI-1500 development programs. Nonetheless, the issued patents and patent applications covering our primary technology programs remain subject to uncertainty and continuous monitoring and action by us due to a number of factors, including:

- we may not have been the first to make the inventions covered by our pending patent applications or issued patents;
- we may not have been the first to file patent applications for our products, product candidates or the technologies we rely upon;
- others may independently develop similar or alternative technologies or duplicate any of our technologies;
- our disclosures in patent applications may not be sufficient to meet the statutory requirements for patentability;
- any or all of our pending patent applications may not result in issued patents;

- we may not seek or obtain patent protection in all countries that will eventually provide a significant business opportunity;
- any patents issued to us or our collaborators may not provide a basis for commercially viable products, may not provide us with any competitive advantages or may be challenged by third parties;
- our proprietary technologies may not be patentable;
- others may design around our patent claims to produce competitive products which fall outside of the scope of our patents;
- others may identify prior art which could invalidate our patents; and
- changes to patent laws may limit the exclusivity rights of patent holders.

Even if we have or obtain patents covering our products, product candidates or technologies, we may still be barred from making, using and selling our products, product candidates or technologies because of the patent rights of others. Others have or may have filed, and in the future are likely to file, patent applications covering compounds, assays, genes, gene products and therapeutic products that are similar or identical to ours. There are many issued U.S. and foreign patents relating to genes, nucleic acids, polypeptides, chemical compounds or therapeutic products, and some of these may encompass reagents utilized in the identification of candidate drug compounds or compounds that we desire to commercialize. Numerous U.S. and foreign issued patents and pending patent applications owned by others exist in the area of CNS disorders and the other fields in which we are developing product candidates. These could materially affect our ability to develop our product candidates or sell our products. Because patent applications can take many years to issue, there may be currently pending applications, unknown to us, that may later result in issued patents that our products, product candidates or technologies may infringe. These patent applications may have priority over patent applications filed by us.

We regularly conduct searches to identify patents or patent applications that may prevent us from obtaining patent protection for our proprietary compounds or that could limit the rights we have claimed in our patents and patent applications. Disputes may arise regarding the ownership or inventorship of our inventions. It is difficult to determine how such disputes would be resolved. Others may challenge the validity, enforceability, scope and term of our patents. Additionally, any patent term extensions that we seek may not be granted on a timely basis, if at all. If our patents are found to be invalid, we will lose the ability to exclude others from making, using or selling the inventions claimed in our patents.

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Some of our academic institutional licensors, research collaborators and scientific advisors have rights to publish data and information to which we have rights. If we cannot maintain the confidentiality of our technology and other confidential information in connection with our collaborations, then our ability to receive patent protection or protect our proprietary information will be impaired. Additionally, any employee whose employment with us terminates, whether voluntarily by the employee or by us in connection with restructurings or otherwise, may seek future employment with our competitors. Although each of our employees is required to sign a confidentiality agreement with us at the time of hire, we cannot guarantee that the confidential nature of our proprietary information will be maintained in the course of such future employment. In addition, technology that we may license-in may become important to some aspects of our business. We generally will not control the patent prosecution, maintenance or enforcement of in-licensed technology.

In addition, generic drug companies have in the past and may in the future file abbreviated new drug applications, or ANDAs, with the FDA seeking approval to market generic versions of CAPLYTA, or any of our other product candidates that receive marketing approval, if any, before the expiration of the patents covering such products, which may trigger Hatch-Waxman litigation over the associated patent. For example, we have received notices of ANDA filings seeking approval to market generic versions of CAPLYTA and alleging that certain of our patents covering CAPLYTA are invalid and/or will not be infringed by such ongoing litigation against generic drug companies' manufacture, use or sale manufacturers in the U.S. District Court for the District of the medicine for which the ANDA was submitted. New Jersey. Refer to Item 3, Legal Proceedings. Similarly, another applicant may submit a 505(b)(2) NDA referencing the approved CAPLYTA marketing application, which would also trigger Hatch-Waxman litigation, depending upon the types of certifications made by the applicant for any of our listed patents. Settlements and related licensing agreements resulting from Hatch-Waxman litigation can be challenged and have the potential to generate additional litigation which can be costly. The success of such litigation depends on the strength of the patents covering our branded products and our ability to prove that the follow-on applicant's product would infringe one or more such patents. The outcome of such litigation is inherently uncertain and may result in potential loss of market exclusivity for any of our approved products, including CAPLYTA, which may have a significant financial impact on our product revenue. Furthermore, the Federal Trade Commission, or FTC, has brought successful lawsuits challenging Hatch-Waxman litigation settlements as anti-competitive, and such decisions have been upheld by federal circuit courts. If we engage in Hatch-Waxman litigation, we may also face an FTC challenge with respect to any settlement or proposed settlement related to such litigation, which may result in additional expense or penalty. The FTC also has more recently been questioning pharmaceutical company patent listings in the Orange Book and raising concerns about "improper" listings that may be intended to discourage competition by generic drug developers, and certain members of Congress have been investigating similar issues. Accordingly, there could be future changes to federal laws, regulations, or guidelines related to Hatch-Waxman requirements or procedures that could have a material adverse impact on all pharmaceutical innovators, including us.

CAPLYTA and future product candidates for which we obtain approval may face competition sooner than anticipated.

CAPLYTA and our future pharmaceutical products that gain marketing approval may face direct competition from generic and other follow-on drug products. In addition, CAPLYTA may face competition from generic products earlier or more aggressively than anticipated, depending upon how well it performs in the United States prescription drug market. Our ability to compete may also be affected in many cases by insurers or other third-party payers seeking to encourage the use of generic products.

The Hatch-Waxman Amendments to the FDCA authorized the FDA to approve generic drugs that are the same as drugs previously approved for marketing under the NDA provisions of the statute pursuant to ANDAs, and also created the Section 505(b)(2) NDA pathway. An ANDA relies on the pre-clinical and clinical testing conducted for a previously approved reference listed drug and must demonstrate to the FDA that the generic drug product is identical to the reference listed drug with respect to the active ingredients, the route of administration, the dosage form, and the strength of the drug and also that it is "bioequivalent" to the reference listed drug. In contrast, Section 505(b)(2) enables the applicant to rely, in part, on the FDA's prior findings of safety and efficacy data for an existing product, or published literature, in support of its application. Section 505(b)(2) provides an alternate path to FDA approval for new or improved formulations or new uses of previously approved products; for example, a follow-on applicant may be seeking approval to market a previously approved drug for new indications or for a new patient population that would require new clinical data to demonstrate safety or effectiveness. Such products, if approved and depending upon the scope of the changes made to the reference drug, may also compete with CAPLYTA or any other product candidates from which we receive approval.

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The FDA is prohibited by statute from approving an ANDA or 505(b)(2) NDA when certain marketing or data exclusivity protections apply to the reference listed drug. If any such competitor or third party is able to demonstrate bioequivalence without infringing our patents, then this competitor or third party may then be able to gain approval of an ANDA and introduce a competing generic product onto the market. In addition, CAPLYTA **is was** protected by new chemical entity (“NCE”) exclusivity that **expires expired** on December 20, 2024. **Reduction or loss Loss** of this period of marketing exclusivity could negatively affect our business, operating results and financial condition. **FDA is also blocked from approving any follow-on applications that rely on the CAPLYTA NDA until that NCE exclusivity ends.**

Furthermore, bipartisan legislation called the Creating and Restoring Equal Access to Equivalent Samples Act (the “CREATES Act”) was signed into law in late 2019. The CREATES Act was intended to address concerns articulated by both the FDA and others in the industry that some brand manufacturers have improperly restricted the distribution of their products, including by invoking the existence of a REMS for certain products, to deny generic product developers access to samples of brand products. Because generic product developers need samples to conduct certain comparative testing required by the FDA, some have attributed the inability to timely obtain samples as a cause of delay in the entry of generic and other follow-on products. To remedy this concern, the CREATES Act established a private cause of action that permits a generic product developer to sue the brand manufacturer to compel it to furnish the necessary samples on “commercially reasonable, market-based terms.” Therefore, a generic developer may request samples of CAPLYTA, or our other product candidates that receive marketing approval, if any, in order to conduct comparative testing to support an ANDA for a generic version of our products, and if we refuse any such request, we may be subject to litigation under the CREATES Act. Although lawsuits have been filed under the CREATES Act since its enactment, those lawsuits have settled privately; therefore to date no federal court has reviewed or opined on the statutory language and there continues to be uncertainty regarding the scope and application of the law.

We cannot predict the interest of potential follow-on competitors or how quickly others may seek to come to market with competing products, whether approved as a direct ANDA competitor or as a Section 505(b)(2) NDA referencing CAPLYTA or one of our future product candidates. If the FDA approves generic versions of CAPLYTA in the future, should they be approved for commercial marketing, such competitive products may be able to immediately compete with us in each indication for which our product has received approval, which could negatively impact our future revenue, profitability and cash flows and substantially limit our ability to obtain a return on our investments.

Confidentiality agreements with employees and others may not adequately prevent disclosure of our trade secrets and other proprietary information and may not adequately protect our intellectual property, which could limit our ability to compete.

Because we operate in the highly technical field of drug discovery and development of small molecule drugs, we rely in part on trade secret protection in order to protect our proprietary technology and processes. However, trade secrets are difficult to protect. We enter into confidentiality and intellectual property assignment agreements with our corporate partners, employees, consultants, outside scientific collaborators, sponsored researchers, and other advisors. These agreements generally require that the other party keep confidential and not disclose to third parties any confidential information developed by the party or made known to the party by us during the course of the party’s relationship with us. These agreements also generally provide that inventions conceived by the party in the course of rendering services to us will be our exclusive **property or in some cases, jointly-owned** property. However, these agreements may not be honored and may not effectively assign intellectual property rights to us. Enforcing a claim that a party illegally obtained and is using our trade secrets is difficult, expensive and time consuming, and the outcome is unpredictable. In addition, courts outside the United States may be less willing to protect trade secrets. The failure to obtain or maintain trade secret protection could adversely affect our competitive position.

A dispute concerning the infringement or misappropriation of our proprietary rights or the proprietary rights of others could be time consuming and costly, and an unfavorable outcome could harm our business.

There is significant litigation in our industry regarding patent and other intellectual property rights. While we are not currently subject to any pending intellectual property **litigation beyond our ongoing ANDA** litigation, and are not aware of any such threatened litigation, we may be exposed to future litigation by third parties based on claims that our products, product candidates, technologies or activities infringe the intellectual property rights of others. If our drug development or commercialization activities are found to infringe any such patents, we may have to pay significant damages or seek licenses to such patents. We may need to resort to litigation to enforce a patent issued to us, protect our trade secrets or determine the scope and validity of third-party proprietary rights. From time to time, we may hire scientific personnel formerly employed by other companies involved in one or more areas similar to the activities conducted by us. Either we or these individuals may be subject to allegations of trade secret misappropriation or other similar claims as a result of their prior affiliations. If we become involved in **such** litigation, it could consume a substantial portion of our managerial and financial resources, regardless of whether we win or lose. We also may not be able to afford the costs of litigation.

The patent applications of pharmaceutical and biotechnology companies involve highly complex legal and factual questions, which, if determined adversely to us, could negatively impact our patent position.

The patent positions of pharmaceutical and biotechnology companies can be highly uncertain and involve complex legal and factual questions. The standards of the U.S. Patent and Trademark Office, or USPTO, are uncertain and could change in the future. Consequently, the issuance and scope of patents cannot be predicted with certainty. Patents, if issued, may be challenged, invalidated or circumvented. U.S. patents and patent applications may also be subject to interference proceedings, and U.S. patents may be subject to reexamination proceedings in the USPTO (and foreign patents may be subject to opposition or comparable proceedings in the corresponding foreign patent office), which proceedings could result in either loss of the patent or denial of the patent application or loss or reduction in the scope of one or more of the claims of the patent or patent application. Similarly, opposition or invalidity proceedings could result in loss of rights or reduction in the scope of one or more claims of a patent in foreign jurisdictions. In addition, such interference, reexamination and opposition proceedings may be costly. Accordingly, rights under any issued patents may not provide us with sufficient protection against competitive products or processes.

In addition, changes in or different interpretations of patent laws in the United States and foreign countries may permit others to use our discoveries or to develop and commercialize our technology, products and product candidates without providing any compensation to us or may limit the number of patents or claims we can obtain. In particular, there have been proposals to shorten the exclusivity periods available under U.S. patent law that, if adopted, could substantially harm our business. Our approved product and the product candidates that we are developing are protected by intellectual property rights, including patents and patent applications. For our approved product and any of our product candidates that become a marketable product, if any, we will rely on our exclusivity under patents to sell the compound and recoup our investments in the research and development of the compound. If the exclusivity period for patents is shortened, then our ability to generate revenues without competition will be reduced and our business could be materially adversely impacted. The laws of some

countries do not protect intellectual property rights to the same extent as U.S. laws, and those countries may lack adequate rules and procedures for defending our intellectual property rights. For example, some countries, including many in Europe, do not grant patent claims directed to methods of treating humans and, in these countries, patent protection may not be available at all to protect our products or product candidates. In addition, U.S. patent laws may change, which could prevent or limit us from filing patent applications or patent claims to protect our products, product candidates and/or technologies or limit the exclusivity periods that are available to patent holders. For example, the Leahy-Smith America Invents Act, or the Leahy-Smith Act, was signed into law in 2011 and includes a number of significant changes to U.S. patent law. These include changes to transition from a “first-to-invent” system to a “first-to-file” system and to the way issued patents are challenged. These changes may favor larger and more established companies that have more resources to devote to patent application filing and prosecution. The USPTO has been in the process of implementing regulations and procedures to administer the Leahy-Smith Act, and many of the substantive changes to patent law associated with the Leahy-Smith Act may affect our ability to obtain, enforce or defend our patents. Accordingly, it is not clear what, if any, impact the Leahy-Smith Act will ultimately have on the cost of prosecuting our patent applications, our ability to obtain patents based on our discoveries and our ability to enforce or defend our issued patents.

If we fail to obtain and maintain patent protection and trade secret protection of our products, product candidates, proprietary technologies and their uses, we could lose our competitive advantage and competition we face would increase, reducing our potential revenues and adversely affecting our ability to attain or maintain profitability.

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We may not be able to protect our intellectual property and proprietary rights throughout the world, which could negatively impact our business.

Filing, prosecuting and defending patents relating to our products, product candidates and technologies in all countries throughout the world would be prohibitively expensive, and the laws of foreign countries may not protect our rights to the same extent as U.S. laws. Consequently, we may not be able to prevent third parties from practicing our inventions in all countries outside the United States, or from selling or importing products made using our inventions in and into the United States or other jurisdictions. Competitors or other third parties may use our technologies in jurisdictions where we have not obtained patent protection to develop their own products and, further, may export otherwise infringing products to territories where we have patent protection or licenses but enforcement is not as strong as that in the United States. These products may compete with our products, and our patents or other intellectual property rights may not be effective or sufficient to prevent them from competing.

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Many companies have encountered significant difficulties in protecting and defending intellectual property rights in foreign jurisdictions. The legal systems of certain countries, particularly certain developing countries, do not favor the enforcement of patents, trade secrets and other intellectual property protection, particularly those relating to biotechnology, which could make it difficult, costly or impossible for us to stop the infringement of our patents or marketing of competing

products in violation of our intellectual property and proprietary rights generally. Proceedings to enforce our intellectual property and proprietary rights in foreign jurisdictions could result in substantial costs and divert our efforts and attention from other aspects of our business, could put our patents at risk of being invalidated or interpreted narrowly, could put our patent applications at risk of not issuing and could provoke third parties to assert claims against us or any of our future licensors. We may not prevail in any lawsuits or other adversarial proceedings that we initiate, and the damages or other remedies awarded, if any, may not be commercially meaningful. Accordingly, our efforts to enforce our intellectual property and proprietary rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop or license.

Further, many countries have compulsory licensing laws under which a patent owner may be compelled to grant licenses to third parties. In addition, many countries limit the enforceability of patents against government agencies or government contractors. In these countries, the patent owner may have limited remedies, which could materially diminish the value of such patent. If we or any of our licensors are forced to grant a license to third parties with respect to any patents relevant to our business, our competitive position may be impaired, and our business, financial condition, results of operations and prospects may be adversely affected.

Risks Related to Our Industry

We are subject to stringent regulation in connection with the marketing of CAPLYTA and any other products derived from our product candidates, which could delay the development and commercialization of our products.

The pharmaceutical industry is subject to stringent regulation by the FDA and other regulatory agencies in the United States and by comparable authorities in other countries. Neither we nor our collaborators can market a pharmaceutical product in the United States until we or they have completed rigorous non-clinical testing and clinical trials and an extensive regulatory **clearance approval** process implemented by the FDA. Satisfaction of regulatory requirements typically takes many years, depends upon the type, complexity and novelty of the product, and requires substantial resources. Even if regulatory approval is obtained, it may impose significant restrictions on the indicated uses, conditions for use, labeling, advertising, promotion, and/or marketing of such products, and requirements for post-approval studies, including additional research and development and clinical trials. For example, the label for CAPLYTA contains a “boxed” warning that elderly patients with dementia-related psychosis treated with antipsychotic drugs are at an increased risk of death and that CAPLYTA is not approved for the treatment of patients with dementia-related psychosis. These limitations may reduce the size of the market for the product or result in the incurrence of additional costs. Any delay or failure in obtaining required approvals could have a material adverse effect on our ability to generate revenues and continue our business.

Outside the United States, the ability to market a product is contingent upon receiving approval from the appropriate regulatory authorities. The requirements governing the conduct of clinical trials, marketing authorization, pricing, and reimbursement vary widely from country to country. Only after the appropriate regulatory authority is satisfied that adequate evidence of safety, quality, and efficacy has been presented will it grant a marketing authorization. Approval by the FDA does not automatically lead to approval by regulatory authorities outside the United States and, similarly, approval by regulatory authorities outside the United States will not automatically lead to FDA approval.

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Many of our competitors have greater resources and capital than us, putting us at a competitive disadvantage. If our competitors develop and market products that are more widely accepted in the marketplace than lumateperone or our other product candidates, they may negatively affect or eliminate our commercial opportunity.

Competition in the pharmaceutical and biotechnology industries is intense and increasing. We face competition from pharmaceutical and biotechnology companies, as well as numerous academic and research institutions and governmental agencies, both in the United States and abroad. Some of these competitors have products or are pursuing the development of drugs that target the same diseases and conditions that are the focus of our drug development programs.

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For example, CAPLYTA for the treatment of schizophrenia and for the treatment of bipolar depression competes with, among other branded products, Vraylar®, marketed by AbbVie, Rexulti®, marketed by Otsuka Pharmaceutical, Lybalvi®, marketed by Alkermes, Fanapt®, marketed by Vanda Pharmaceuticals, Lybalvi and Cobenfy®, marketed by Alkermes, Rexulti®, marketed by Otsuka Pharmaceutical, and Vraylar®, marketed by AbbVie. Bristol Myers Squibb. In addition, CAPLYTA competes and our product candidates, if approved, would compete with, among other generic antipsychotic products, aripiprazole, clozapine, haloperidol, lurasidone, olanzapine, paliperidone, quetiapine/XR and risperidone.

Many of our competitors and their collaborators have significantly greater experience than we do in the following:

- identifying and validating targets;
- screening compounds against targets;
- non-clinical studies and clinical trials of potential pharmaceutical products;
- obtaining FDA and other regulatory approvals; and
- commercializing pharmaceutical products.

In addition, many of our competitors and their collaborators have substantially greater capital and research and development resources, manufacturing, sales and marketing capabilities, and production facilities. Smaller companies also may prove to be significant competitors, particularly through proprietary research discoveries and collaboration arrangements with large pharmaceutical and established biotechnology companies. Many of our competitors have products that have been approved or are in advanced development and may develop superior technologies or methods to identify and validate drug targets and to discover novel small molecule drugs. Our competitors, either alone or with their collaborators, may succeed in developing drugs that are more effective, safer, more affordable, or more easily administered than ours, have fewer side effects than ours, and may achieve patent protection or commercialize drugs sooner than us. Our competitors may also develop alternative therapies that could further limit the market for any drugs that we may develop. Our failure to compete effectively could have a material adverse effect on our business.

Our business involves the use of hazardous materials, and we and our third party manufacturers and suppliers must comply with environmental, health and safety laws and regulations, which can be expensive and restrict how we do, or interrupt, our business. Any claims relating to improper handling, storage, or disposal of biological, hazardous, and radioactive materials used in our business could be costly and delay our research and development and commercial efforts.

Our business, including our research and development activities, involves the controlled use of potentially harmful hazardous materials, including volatile solvents, biological materials such as blood from patients that have the potential to transmit disease and chemicals that cause cancer, and various radioactive compounds, which requires us and our third party manufacturers and suppliers to comply with environmental, health and safety laws and regulations. Our operations also produce hazardous waste products. We face increasing complexity in our product development as we adjust to new and upcoming requirements relating to the materials composition of many of our product candidates. We face the risk of contamination or injury from the use, storage, handling or disposal of these materials.

We are subject to federal, state, local, and foreign laws and regulations governing the use, storage, handling, and disposal of these materials and specified waste products. The cost of compliance with these laws and regulations could be significant, and current or future environmental regulations may impair our research, development, or production efforts. If one of our employees were accidentally injured from the use, storage, handling, or disposal of these materials, there is no assurance that the medical costs related to their treatment would be covered by our workers' compensation insurance policy. Accordingly, in the event of contamination or injury, we could be subject to criminal sanctions or fines or be held liable for damages, our operating licenses could be revoked, and we could be required to suspend or modify our operations and our research and development efforts.

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We are subject, directly and indirectly, to federal, state and foreign healthcare laws and regulations, including healthcare fraud and abuse laws, false claims laws, physician payment transparency laws and health information privacy and security laws. If we are unable to comply, or have not fully complied, with such laws, we could face substantial penalties.

Our operations are directly, and indirectly through our customers and third-party payers, subject to various U.S. federal and state healthcare laws and regulations, including, without limitation, the U.S. federal Anti-Kickback Statute, the U.S. federal False Claims Act, and physician sunshine laws and regulations. These laws may impact, among other things, our clinical research, sales, marketing, grants, charitable donations, and education programs and constrain the business or financial arrangements with healthcare providers, physicians, charitable foundations, and other parties that have the ability to directly or indirectly influence the prescribing, ordering, marketing, or distribution of our products for which we obtain marketing approval. In addition, we and any potential future collaborators, partners or service providers are subject to data privacy and security laws and regulations by both the U.S. federal government and the states in which we conduct our business as discussed more fully above. Finally, we may be subject to additional healthcare, statutory and regulatory requirements and enforcement by foreign regulatory authorities in jurisdictions in which we conduct our business. The laws that may affect our ability to operate include:

- the U.S. federal Anti-Kickback Statute, which prohibits, among other things, persons or entities from knowingly and willfully soliciting, offering, receiving or paying any remuneration (including any kickback, bribe, or certain rebates), directly or indirectly, overtly or covertly, in cash or in kind, to induce, or in return for, either the referral of an individual, or the purchase, lease, order or recommendation of any good, facility, item or service, for which payment may be made, in whole or in part, under U.S. federal and state healthcare programs such as Medicare and Medicaid. A person or entity does not need to have actual knowledge of the statute or specific intent to violate it in order to have committed a violation;

- the U.S. federal civil and criminal false claims laws, including the civil False Claims Act, which can be enforced through civil whistleblower or *qui tam* actions, and civil monetary penalties laws, which impose criminal and civil penalties on individuals or entities for, among other things, knowingly presenting, or causing to be presented, to the U.S. federal government, claims for payment or approval that are false or fraudulent or **from for** knowingly making a false statement to avoid, decrease or conceal an obligation to pay money to the U.S. federal government. In addition, the government may assert that a claim including items and services resulting from a violation of the U.S. federal Anti-Kickback Statute constitutes a false or fraudulent claim for purposes of the False Claims Act;
- HIPAA, and its implementing regulations, and as amended again by the Final HIPAA Omnibus Rule, Modifications to the HIPAA Privacy, Security, Enforcement and Breach Notification Rules Under HITECH and the Genetic Information Nondiscrimination Act; Other Modifications to the HIPAA Rules, published in January 2013, which imposes criminal and civil liability for, among other things, knowingly and willfully executing, or attempting to execute, a scheme to defraud any healthcare benefit program or obtain, by means of false or fraudulent pretenses, representations, or promises, any of the money or property owned by, or under the custody or control of, any healthcare benefit program, regardless of the payer (e.g., public or private) and knowingly and willfully falsifying, concealing or covering up by any trick or device a material fact or making any materially false statement, in connection with the delivery of, or payment for, healthcare benefits, items or services. Similar to the U.S. federal Anti-Kickback Statute, a person or entity does not need to have actual knowledge of the statute or specific intent to violate it in order to have committed a violation;
- we are not directly subject to HIPAA, however, we could be subject to penalties, including criminal penalties if we knowingly obtain or disclose individually identifiable health information from a HIPAA-covered health care provider, or a research institution that has not complied with HIPAA's requirements for disclosing such information. Furthermore, the number of government investigations related to data security incidents and privacy violations continue to increase and government investigations typically require significant resources and generate negative publicity, which could harm our business and our reputation;
- the FDCA, which prohibits, among other things, the adulteration or misbranding of drugs, biologics and medical devices;

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- the U.S. federal physician payment transparency requirements, sometimes referred to as the “Physician Payments Sunshine Act”, which was enacted as part of the ACA and its implementing regulations and requires certain manufacturers of drugs, devices, biologics and medical supplies for which payment is available under Medicare, Medicaid, or the Children’s Health Insurance Program to report annually to CMS information related to certain payments and other transfers of value made to physicians, **(as defined to include doctors of medicine, dentists, optometrists, podiatrists and chiropractors under such law), certain advanced non-physician healthcare practitioners**, and, teaching hospitals, as well as ownership and investment interests held by physicians and their immediate family members **which was expanded beginning in 2022, to require applicable manufacturers to report such information regarding its relationships with physician assistants, nurse practitioners, clinical nurse specialists, anesthesiologist assistants, certified registered nurse anesthetists and certified nurse midwives during the previous year; and**

- analogous state and local laws and regulations, including: state anti-kickback and false claims laws, which may apply to our business practices, including but not limited to, research, distribution, sales and marketing arrangements and claims involving healthcare items or services reimbursed by any third-party payer, including private insurers; state laws that require pharmaceutical companies to comply with the pharmaceutical industry's voluntary compliance guidelines and the relevant compliance guidance promulgated by the U.S. federal government, or otherwise restrict payments that may be made to healthcare providers and other potential referral sources; state and local laws and regulations that require drug manufacturers to file reports relating to pricing and marketing information, which requires tracking gifts and other remuneration and items of value provided to healthcare professionals and entities and/or the registration of pharmaceutical sales representatives; and state laws governing the privacy and security of personal data and protected / personal health information in certain circumstances, many of which differ from each other in significant ways and often are not preempted by HIPAA.

Ensuring that our internal operations and future business arrangements with third parties comply with applicable healthcare laws and regulations could involve substantial costs. It is possible that governmental authorities will conclude that our business practices do not comply with current or future statutes, regulations or case law interpreting applicable fraud and abuse or other healthcare laws and regulations. If our operations are found to be in violation of any of the laws described above or any other governmental laws and regulations that may apply to us, we may be subject to significant penalties, including civil, criminal and administrative penalties, damages, fines, exclusion from U.S. government-funded healthcare programs, such as Medicare and Medicaid, disgorgement, imprisonment, contractual damages, reputational harm, diminished profits, additional reporting requirements and/or oversight, and the curtailment or restructuring of our operations. Moreover, while we do not bill third-party payers directly and our customers make the ultimate decision on how to submit claims, from time-to-time, for CAPLYTA, and any other product candidates that may be approved, we may provide reimbursement guidance to patients and healthcare providers. If a government authority were to conclude that we provided improper advice and/or encouraged the submission of a false claim for reimbursement, we could face action against us by government authorities. If any of the physicians or other providers or entities with whom we expect to do business is found to be not in compliance with applicable laws, they may be subject to criminal, civil or administrative sanctions, including exclusions from government-funded healthcare programs and imprisonment. If any of the above occur, it could adversely affect our ability to operate our business and our results of operations. In addition, if we fail to comply with our reporting and payment obligations under the Medicaid Drug Rebate Program or other governmental pricing programs in the United States, we could be subject to additional reimbursement requirements, fines, sanctions and exposure under other laws which could have a material adverse effect on our business, results of operations and financial condition. In addition, the approval and commercialization of CAPLYTA, or any other product candidates that may be approved, outside of the United States will also likely subject us to foreign equivalents of the healthcare laws mentioned above, among other foreign laws.

If product liability lawsuits are brought against us, we may incur substantial liabilities and may be required to limit commercialization of lumateperone CAPLYTA or any other product for which we obtain regulatory approval, or development or commercialization of our product candidates.

We face an inherent risk of product liability as a result of commercial sales of lumateperone CAPLYTA in the United States and the clinical testing of our product candidates, and will face an even greater risk following commercial launch of lumateperone CAPLYTA in additional jurisdictions, if approved, or if we engage in the clinical testing of new product candidates or commercialize any additional products.

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For example, we may be sued if lumateperone CAPLYTA or any other product we develop allegedly causes injury or is found to be otherwise unsuitable for administration in humans. Any such product liability claims may include allegations of defects in manufacturing, defects in design, a failure to warn of dangers inherent in the product, negligence, strict liability or a breach of warranties. Claims could also be asserted under state consumer protection laws. If we cannot successfully defend ourselves against product liability claims, we may incur substantial liabilities or be required to limit commercialization of our product candidates. Even successful defense would require significant financial and management resources. Regardless of the merits or eventual outcome, liability claims may result in:

- decreased demand for our products or product candidates that we may develop;
- injury to our reputation;
- withdrawal of clinical trial participants;
- initiation of investigations by regulators;
- costs to defend the related litigation;
- a diversion of management's time and our resources;
- substantial monetary awards to trial participants or patients;
- product recalls, withdrawals or labeling, marketing or promotional restrictions;
- loss of revenue;
- exhaustion of any available insurance and our capital resources;
- the inability to commercialize our products or product candidates; and
- a decline in our stock price.

Although we currently have product liability insurance that covers our clinical trials and the commercialization of CAPLYTA for the treatment of schizophrenia and bipolar depression, we may need to increase and expand this coverage, including if lumateperone is approved for the adjunctive treatment of MDD or for the treatment of other indications beyond schizophrenia and bipolar depression or if other product candidates are approved for commercial sale. This insurance may be prohibitively expensive or may not fully cover our potential liabilities. Inability to obtain sufficient insurance coverage at an acceptable cost or otherwise to protect against potential product liability claims could prevent or inhibit the commercialization of products that we or our collaborators develop. If we determine that it is prudent to increase our product liability coverage, we may be unable to obtain such increased coverage on acceptable terms or at all. Our insurance policies also have various exclusions, and we may be subject to a product liability claim for which we have no coverage. Our liability could exceed our total assets if we do not prevail in a lawsuit from any injury caused by our drug products. Product liability claims could have a material adverse effect on our business and results of operations.

Unfavorable domestic or global economic conditions could adversely affect our business, financial condition, or results of operations.

Various macroeconomic factors could adversely affect our business and the results of our operations and financial condition, including changes in inflation, foreign currency, interest rates, tariffs and overall economic conditions and uncertainties, failures and instability in U.S. and international banking systems, downgrades of the U.S. credit rating, slower economic growth or recession, and other unfavorable changes resulting from the current and future conditions in the global financial markets. For instance, if inflation, tariffs or other factors were to significantly increase our business costs, it may not be feasible to pass price increases on to our customers due to the process by which healthcare providers are reimbursed for our product by the government. Interest rates, the liquidity of the credit markets and the volatility of the capital markets has and

could continue to also affect the value of our investments and our ability to liquidate our investments in order to fund our operations. We purchase or enter into a variety of financial instruments and transactions, including high-grade corporate bonds and commercial paper. If any of the issuers or **counter parties** **counterparties** to these instruments were to default on their obligations, it could materially reduce the value of the transaction and adversely affect our cash flows. Interest rates, **tariffs** and the ability to access credit markets could also adversely affect the ability of our customers and distributors to purchase, pay for and effectively distribute our products. Similarly, these macroeconomic factors could affect the ability of our suppliers and manufacturers to supply or manufacture our product.

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Risks Related to Owning Our Common Stock

Numerous factors could result in substantial market volatility in the trading price of our common stock.

The trading price of our common stock could fluctuate substantially due to a variety of factors, including market perception of our ability to meet our growth projections and expectations **and to complete the Merger with Johnson & Johnson**, operating results of other companies in the same industry, trading volume in our common stock, and other developments affecting our business and the business of others in our industry. During the year ended **December 31, 2023** **December 31, 2024**, the price per share of our common stock on the Nasdaq Global Select Market has ranged from a high of **\$74.17** **\$93.45** to a low of **\$42.01**. **\$62.78**. We have several stockholders who hold substantial blocks of our stock. Sales of large numbers of shares by any of our large stockholders could adversely affect our trading price. If stockholders holding shares of our common stock sell, indicate an intention to sell, or if it is perceived that they will sell, substantial amounts of their common stock in the public market, the trading price of our common stock could decline.

In addition, the trading price of our common stock may be highly volatile and could be subject to wide fluctuations in response to various factors, some of which are beyond our control. These factors include:

- **any failure or delay in completing the Merger;**
- the success of our commercialization of CAPLYTA in the United States for the treatment of schizophrenia and bipolar depression;
- **any failure or delay in the approval or commercialization of CAPLYTA for the adjunctive treatment of MDD;**
- timing and announcement of regulatory developments, submissions and approvals or preliminary, interim or final results of clinical trials;
- actual or anticipated quarterly variation in our results of operations or the results of our competitors;
- announcements of medical innovations or new products or product candidates by our competitors;
- issuance of new or changed securities analysts' reports or recommendations for our stock;
- developments or disputes concerning our intellectual property or other proprietary rights;
- commencement of, or our involvement in, **litigation, including our ongoing ANDA** litigation;
- market conditions in the biopharmaceutical industry;
- any future sales of our common stock or other securities in connection with raising additional capital or otherwise;

- possible acquisitions or business combinations and possible or perceived collaborations;
- any major change to the composition of our board of directors or management; and
- general market, economic, and political conditions and slow or negative growth of our markets, both domestically and globally.

The stock market in general, and market prices for the securities of biotechnology companies like ours in particular, are subject to extreme fluctuations and have from time to time experienced volatility that often has been unrelated to the operating performance of the underlying companies. These broad market and industry fluctuations have had a significant effect on the market price of securities issued by many companies for reasons related and unrelated to their operating performance and may adversely affect the market price of our common stock, regardless of our operating performance. In several recent situations where the market price of a stock has been volatile, holders of that stock have instituted securities class action litigation against the company that issued the stock. If any of our stockholders were to bring a securities class action lawsuit against us, such as the purported class action lawsuits brought against us and certain of our executive officers in May 2017, consolidated in July 2017 and voluntarily dismissed in November 2017, the defense and disposition of the lawsuit could be costly and divert the time and attention of our management and harm our operating results.

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Raising additional capital may cause dilution to existing stockholders, restrict our operations or require us to relinquish rights.

We may need to satisfy our future cash needs through public or private sales of our equity securities, sales of debt securities, the incurrence of debt from commercial lenders, strategic collaborations, licensing a portion or all of our products, product candidates and technology and, to a lesser extent, grant funding, although there can be no assurances such financing can be obtained. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interest of our existing stockholders will be diluted, and the terms may include liquidation or other preferences that adversely affect the rights of our stockholders. Debt financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring debt, making capital expenditures or declaring dividends. If we raise additional funds through collaboration and licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies or grant licenses on terms that are not favorable to us.

We incur substantial costs and demands upon management as a result of complying with the laws and regulations affecting public companies, which could harm our operating results.

As a public company, we have incurred and will incur significant legal, accounting and other expenses, including costs associated with public company reporting requirements. We also have incurred and will incur costs associated with corporate governance requirements, including requirements under Section 404 and other provisions of the Sarbanes-Oxley Act, as well as rules implemented by the SEC or the Nasdaq Global Select Market or any other stock exchange or inter-dealer quotations system on which our common stock may be listed in the future. The expenses incurred by public companies for reporting and corporate governance purposes have increased dramatically in recent years.

If we fail to maintain proper and effective internal controls, our ability to produce accurate and timely financial statements could be impaired, which could harm our operating results, our ability to operate our business and investors' views of us.

We are required to comply with Section 404 of the Sarbanes-Oxley Act. Section 404 of the Sarbanes-Oxley Act requires public companies to maintain effective internal control over financial reporting. In particular, we must perform system and process evaluation and testing of our internal control over financial reporting to allow management to report on the effectiveness of our internal control over financial reporting. In addition, we are required to have our independent registered public accounting firm attest to the effectiveness of our internal control over financial reporting. Ensuring that we have adequate internal financial and accounting controls and procedures in place so that we can produce accurate financial statements on a timely basis is a costly and time-consuming effort that will need to be re-evaluated frequently. We currently outsource the internal audit function. We have hired and may need to hire additional accounting and financial staff with appropriate public company experience and technical accounting knowledge to establish an internal audit function. If we fail to maintain the effectiveness of our internal controls or if we or our independent registered public accounting firm identify deficiencies in our internal control over financial reporting that are deemed to be material weaknesses, this could have a material adverse effect on our business. We could lose investor confidence in the accuracy and completeness of our financial reports, which could have an adverse effect on the price of our common stock and we could be subject to sanctions or investigations by Nasdaq, the SEC or other regulatory authorities, which would require additional financial and management resources. In addition, if our efforts to comply with new or changed laws, regulations, and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to practice, regulatory authorities may initiate legal proceedings against us and our business may be harmed.

Our ability to successfully implement our business plan and comply with Section 404 requires us to be able to prepare timely and accurate financial statements. We expect that we will need to continue to improve existing, and implement new operational and financial systems, procedures and controls to manage our business effectively. Any delay in the implementation of, or disruption in the transition to, new or enhanced systems, procedures or controls, may cause our operations to suffer and we may be unable to conclude that our internal control over financial reporting is effective and to obtain an unqualified report on internal controls from our independent registered public accounting firm as required under Section 404 of the Sarbanes-Oxley Act. This, in turn, could have an adverse impact on trading prices for our common stock, and could adversely affect our ability to access the capital markets.

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If securities or industry analysts do not publish, or cease publishing, research or reports about us, our business or our market, or if they change their recommendations regarding our stock adversely, our stock price and trading volume could decline.

The trading market for our common stock is and will be influenced by whether industry or securities analysts publish or continue to publish research and reports about us, our business, our market or our competitors and, to the extent analysts do publish such reports, what they publish in those reports. We may not continue to have or to obtain analyst coverage in the future. Any analysts that do cover us may make adverse recommendations regarding our stock, adversely change their recommendations from time to time, and/or provide more favorable relative recommendations about our competitors. If any analyst who covers us or may cover us in the future were to cease coverage of us or fail to regularly publish reports on us, or if analysts fail to cover us or publish reports about us at all, we could lose **or never gain** visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

Provisions of the Delaware law, our restated certificate of incorporation and our restated bylaws may delay or prevent a takeover which may not be in the best interests of our stockholders.

The provisions of Delaware law and our restated certificate of incorporation and restated bylaws could discourage or make it more difficult to accomplish a proxy contest or other change in our management or the acquisition of control by a holder of a substantial amount of our voting stock. It is possible that these provisions could make it more difficult to accomplish, or could deter, transactions that stockholders may otherwise consider to be in their best interests or in our best interests. These provisions are intended to enhance the likelihood of continuity and stability in the composition of our board of directors and in the policies formulated by the board of directors and to discourage certain types of transactions that may involve an actual or threatened change of control of the Company. These provisions are designed to reduce our vulnerability to an unsolicited acquisition proposal and to discourage certain tactics that may be used in proxy fights. Such provisions also may have the effect of preventing changes in our management.

We do not anticipate paying cash dividends in the foreseeable future.

We currently intend to retain any future earnings for funding growth. We do not anticipate paying any cash dividends in the foreseeable future. As a result, you should not rely on an investment in our securities if you require dividend income. Capital appreciation, if any, of our shares may be your sole source of gain for the foreseeable future. Moreover, you may not be able to re-sell your shares at or above the price you paid for them.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This report includes forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act that relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Words such as, but not limited to, “believe,” “expect,” “anticipate,” “estimate,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “targets,” “likely,” “will,” “would,” “could,” “should,” “continue,” and similar expressions or phrases, or the negative of those expressions or phrases, are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Although we believe that we have a reasonable basis for each forward-looking statement contained in this report, we caution you that these statements are based on our projections of the future that are subject to known and unknown risks and uncertainties and other factors that may cause our actual results, level of activity, performance or achievements expressed or implied by these forward-looking statements, to differ. The description of our Business set forth in Item 1, the Risk Factors set forth in this Item 1A and our Management’s Discussion and Analysis of Financial Condition and Results of Operations set forth in Item 7 as well as other sections in this report, discuss some of the factors that could contribute to these differences. These forward-looking statements include, among other things, statements about:

- the proposed transaction with Johnson & Johnson, including the likelihood of the satisfaction of the conditions to the completion of the transaction and whether and when the transaction will be consummated;
- the accuracy of our estimates regarding expenses, revenues, uses of cash, cash equivalents and investment securities, capital requirements and the need for additional financing;
- our expectations regarding our commercialization of CAPLYTA;
- the supply and availability of and demand for our product;

- **our sales force expansion;**
- the initiation, cost, timing, progress and results of our development activities, non-clinical studies and clinical trials;
- the timing of and our ability to obtain and maintain regulatory approval, or submit an application for regulatory approval, of lumateperone and our other existing product candidates, any product candidates that we may develop, and any related restrictions, limitations, and/or warnings in the label of any approved product candidates;
- our plans to research, develop and commercialize lumateperone and our other current and future product candidates;
- the election by any collaborator to pursue research, development and commercialization activities;
- our ability to obtain future reimbursement and/or milestone payments from our collaborators;
- our ability to attract collaborators with development, regulatory and commercialization expertise;
- our ability to obtain and maintain intellectual property protection for our product **candidates; candidates, including through our litigation against the ANDA Filers;**
- our ability to successfully commercialize lumateperone and our other product candidates;
- the size and growth of the markets for lumateperone and our other product candidates and our ability to serve those markets;
- the rate and degree of market acceptance of any current or future products;
- the success of competing drugs that are or become available;
- regulatory developments in the United States and other countries;
- the performance of our third-party suppliers and manufacturers and our ability to obtain alternative sources of raw materials;
- our ability to obtain additional financing;
- our use of the proceeds from our securities offerings;
- any restrictions on our ability to use our net operating loss carryforwards;

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- our exposure to investment risk, interest rate risk, inflation risk, capital market risk, foreign currency fluctuations, and geopolitical instability;
- disruptions resulting from the impact of public health pandemics or epidemics (including, for example, the COVID-19 pandemic), man-made or natural disasters, cybersecurity incidents or other causes; and

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- our ability to attract and retain key scientific, management, or sales and marketing personnel.

We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. We have included important cautionary statements in this report, particularly in the Risk Factors set forth in Item 1A of this Annual Report on Form 10-K, that we believe could cause actual results or events to differ materially from the forward-looking statements that we make. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments we may make.

You should read this report and the documents that we reference in this report and have filed as exhibits to this report completely and with the understanding that our actual future results may be materially different from what we expect. The forward-looking statements contained in this report are made as of the date of this report, and we do not assume, and specifically disclaim, any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 1B. UNRESOLVED STAFF COMMENTS

None.

Item 1C.

Cybersecurity Risk Management Strategy and Approach

Our cybersecurity policies, standards, practices and risk management strategy are based on recognized frameworks established by the National Institute of Standards and Technology (NIST) and other applicable industry standards. We currently utilize the NIST Cybersecurity Framework (CSF) to define and build master controls and processes. The NIST CSF presents leading practices and addresses many aspects of cybersecurity risk management. The CSF defines a comprehensive set of cyber security controls to manage risk and also defines an approach for the identification and remediation of risks to ensure our assets are hardened to resist potential attacks. Our assets are continually scanned for vulnerabilities and remediation measures are put in place to remediate them. We utilize the processes and procedures defined in the NIST Computer Security Incident Handling Guide to manage, contain, eradicate and recover from and improve our defenses, detection and remediation processes to help prevent future incidents. Additionally, we have implemented a governance model to oversee the creation and execution of our Cybersecurity Strategy embodied in our policies, standards, practices, incident response plans, risk management actions and improvement roadmap.

To identify and assess material risks from cybersecurity threats, we maintain a have an active risk management program that identifies potential vulnerabilities, threats and assesses risk magnitude. This data informs our comprehensive cybersecurity program to ensure our systems are effective and prepared for information security risks, including regular oversight of our programs for security monitoring for internal and external threats to ensure the confidentiality and integrity of our information assets. We consider risks from cybersecurity threats alongside other company risks as part of our overall risk assessment process.

We use specific control measures and processes developed from the NIST CSF that may be technical, procedural, or human in nature and that are designed to protect availability, integrity and confidentiality of critical data and systems, maintain regulatory compliance, assess, identify and manage our material risks from cybersecurity threats, and protect against and respond to cybersecurity incidents. These controls and processes are reviewed periodically for effectiveness in light of the

ever-changing threat environment as part of our active cybersecurity risk management process. That review includes an external assessment of control coverage and effectiveness. We undertake the following activities:

- monitor emerging data protection laws and implement changes to our processes that are designed to comply with such laws;

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- through our policies, practices and contracts (as applicable), require employees, as well as third parties that provide services on our behalf, to treat confidential information and data with care;

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- employ technical safeguards that are designed to protect our information systems from cybersecurity threats, including hardening all devices to reduce attack surface as well as implement the following: encryption of data in flight and at risk, firewalls, managed detection and response systems, endpoint detection and response including anti-malware functionality and access controls including centralized entitlement and authentication management;
- provide regular, mandatory training for our employees and contractors regarding cybersecurity threats as a means to equip them with effective tools to identify and address cybersecurity threats, and to communicate our evolving information security policies, standards, processes and practices;
- conduct regular phishing email simulations for all employees and contractors with access to our email systems to enhance awareness and responsiveness to possible threats;
- conduct cybersecurity management and incident training for employees involved in our systems and processes that handle sensitive data;
- run tabletop exercises to simulate a response to a cybersecurity incident and use the findings to improve our processes and technologies;
- leverage the NIST incident handling framework to help us identify, protect, detect, respond, recover, and improve our process, actions and systems when there is an actual or potential cybersecurity incident;
- conduct regular vulnerability scans of our environment as a detective control to identify vulnerabilities arising out of improper configurations or unpatched software and systems;
- manage physical access to our facilities using integrated card swipe technology; and

- authorize and control logical system access to our critical systems utilizing Single Sign on and Multi Factor Authentication.

As part of our risk management processes, we periodically perform risk assessments across internal and third-party providers that proactively identify top cybersecurity risks and proactively manage those risks by remediating control limitations and vulnerabilities. These are prioritized for remediation using a risk impact analysis and will be mitigated in one of two ways. The first remediation approach is using cybersecurity roadmaps of actions that are part of our Information Security Management Program (ISMP). The second remediation approach is triggered if significant vulnerabilities are identified, or new threats emerge and these risks are remediated immediately. We regularly engage with consultants, auditors and other third parties to assist with assessments and remediation, including having a third-party independent qualified expert assessor review our cybersecurity program to help identify areas for continued focus, improvement and compliance. We actively engage with industry groups for peer benchmarking purposes and to stay current on best practices.

We employ a range of tools and services to test our controls and program effectiveness, including external evaluations, annual penetration tests, ongoing vulnerability scanning, regular network and endpoint monitoring, audits, threat modeling, tabletop exercises, and engaging experts to attempt to infiltrate our information systems. The ISMP documents our approach to risk governance and the totality of our defense and response capabilities as well as the in year and out year improvement roadmaps. Any risks that cannot be remediated are examined to ensure insurance and other risk transfer mechanisms can be leveraged to remediate those risks.

Our processes also address cybersecurity risks associated with our use of third-party service providers, including our clinical research organizations, suppliers and manufacturers or those who have access to data or our systems. In addition, cybersecurity considerations affect the selection and oversight of our third-party service providers that process controlled and/or classified data as part of our procurement process. Additionally, we generally require those third parties that could introduce significant cybersecurity risk to us to agree by contract to manage their cybersecurity risks in specified ways, and to agree to be subject to cybersecurity audits, which we conduct as appropriate.

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The Company maintains a Security Awareness and Training Program that includes training to reinforce the Company's Cybersecurity policies, standards, and practices which engages personnel with training on how to identify potential cybersecurity risks, protect company resources and information, phishing and other tests. Those users who fail the tests are required to take remedial training. Training is mandatory for all employees and contingent workers who have access to our electronic systems. Finally, our Privacy Program requires all employees to take periodic awareness training on data privacy.

We have experienced **continual** attempts by cyber criminals to gain access to our systems for the purposes of monetary gain. To the best of our knowledge, in the last three years, we have not experienced any material cybersecurity incidents and no events have resulted in a threat actor being able to take control of any of our data or information technology assets. incidents.

To efficiently and effectively plan for and manage cybersecurity incidents and privacy events, we have developed Incident Response Policy, Procedures and Play Books that memorialize appropriate actions and procedures as well as template communications for various incident types and severity. Our Incident Response Policy, Procedures and Play Books coordinate the activities we take to prepare for, detect, respond to, and recover and improve following cybersecurity incidents,

which include processes to identify, investigate, triage, assess severity for, escalate, contain, and remediate the incident, as well as to comply with potentially applicable legal obligations and mitigate damage to our business and reputation.

Cybersecurity Governance and Management

Cybersecurity is an important part of our risk management processes and an area of focus for our board of directors and management. In general, our board of directors oversees risk management activities designed and implemented by our management, and considers specific risks, including, for example, risks associated with our strategic plan, business operations, and capital structure. Our board of directors executes its oversight responsibility for risk management both directly and through delegating oversight of certain of these risks to its committees, and our board of directors has authorized our audit committee to oversee risks from cybersecurity threats.

At least semi-annually, our board of directors receives and our audit committee periodically receive an update from management of our cybersecurity threat risk management and strategy processes covering topics such as data security posture, results from third-party assessments, progress towards pre-determined risk-mitigation-related goals, our incident response plan, and material cybersecurity threat risks or incidents and developments, as well as the steps management has taken to respond to such risks. In such sessions, our board of directors generally receives materials discussing current and emerging material cybersecurity threat risks, and describing our ability to mitigate those risks, as well as recent developments, evolving standards, technological developments and information security considerations arising with respect to our peers and third parties, and discusses such matters with our Chief Information Officer. Our audit committee also will receive prompt and timely information regarding any cybersecurity incident that meets establishing established reporting thresholds, as well as ongoing updates regarding any such incident until it has been addressed.

Members of our board of directors are also encouraged to regularly engage in conversations with management on cybersecurity-related news events and discuss any updates to our cybersecurity risk management and strategy programs. Material cybersecurity threat risks are also considered during separate board meeting discussions of important matters like enterprise risk management, operational budgeting, business continuity planning, mergers and acquisitions, brand management, and other relevant matters.

We also have a cybersecurity steering committee responsible for assisting with our overall day-to-day cybersecurity responsibilities and implementing our cybersecurity programs. The members of our cybersecurity steering committee include a cross-functional team and is chaired by our Chief Information Officer.

Our cybersecurity risk management and strategy processes, which are discussed in greater detail above, are led by a team of senior level management, including our President, Chief Executive Officer and Chairman of the Board, Senior Vice President of Finance and Chief Financial Officer, Executive Vice President, Chief Commercial Officer, Chief Medical Officer, Chief Information Officer, General Counsel, and Secretary, and Chief Information Officer. Compliance Officer, among others. Such individuals collectively have significant prior work experience in various roles involving managing information security, developing cybersecurity strategy, implementing effective information and cybersecurity programs, as well as several relevant degrees and certifications.

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A qualified individual with over 35 years of cyber, IT security and risk management experience who holds both a Certified Information Security Professional (CISSP) and Certified Cloud Security Professional (CCSP) accreditations has been

engaged to advise the CIO and build out our Cybersecurity Governance Model and the ISMP.

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These management team members are informed about and monitor the prevention, mitigation, detection, and remediation of cybersecurity incidents through their management of, and participation in, the cybersecurity risk management and strategy processes described above, including the operation of our Incident Response Policy, Procedures and Play Books. As discussed above, these management team members report to the audit committee of our board of directors about cybersecurity risks, among other cybersecurity related matters, on a semiannual at least an annual basis.

Item 2. PROPERTIES

Our headquarters are located at 430 East 29th Street, New York, New York 10016, 135 Route 202/206, Suite 6, Bedminster, NJ 07921, where we occupy approximately 32,000 27,700 square feet of useable office and laboratory space. The term of the lease as amended, expires in March 2029. January 2030. We also lease approximately 32,000 square feet of office and laboratory space in New York, New York as well as 4,000 square feet of office space in Towson, Maryland. The term of this lease these leases expires in March 2029 and August 2026, 2026, respectively. In addition, we sublease to a third party approximately 6,400 square feet of the office space that we lease in New York, New York described above under a sublease that expires in March 2026, subject to extension.

Item 3. LEGAL PROCEEDINGS

In February 2024, the Company we received notices from Alkem Laboratories Ltd., Aurobindo Pharma USA, Inc. and Aurobindo Pharma Ltd., Dr. Reddy's Reddy's Laboratories Inc. (on behalf of Dr. Reddy's Reddy's Laboratories Ltd.), MSN Laboratories Private Ltd., Sandoz Inc., Hetero USA, Inc. (the U.S. Regulatory Agent for Hetero Labs Limited Unit - V, a division of Hetero Labs Limited) and Zydus Pharmaceuticals (USA), Inc., each an which we refer to as ANDA Filer, Filers, that each company had filed an abbreviated new drug application, or ANDA, with the FDA seeking approval of generic version of CAPLYTA. The ANDAs each contained Paragraph IV Patent Certifications alleging that certain of our patents covering CAPLYTA are invalid and/or will not be infringed by each ANDA Filer's manufacture, use or sale of the medicine for which the ANDA was submitted. The Company is currently reviewing

Under the Federal Food, Drug, and Cosmetic Act, as amended by the Drug Price Competition and Patent Term Restoration Act of 1984, or the FDCA, we had 45 days from receipt of the notice letters to commence patent infringement lawsuits against these generic drug manufacturers in a federal district court to trigger a stay precluding the FDA's approval of any ANDA from being effective any earlier than 7.5 years from the date of approval of the CAPLYTA new drug application or entry of judgment holding the patents invalid, unenforceable, or not infringed, whichever occurs first. After conducting the necessary due diligence, and within the 45 day period required under the FDCA, we filed lawsuits on March 27, 2024 and March 28, 2024 in the U.S. District Court for the District of New Jersey against each of the seven generic drug manufacturers who notified us of their ANDA filings. Our lawsuits seek a declaratory judgment that our patents have been infringed by the respective ANDA Filer, an order that any FDA approval of the ANDA Filer's product be not earlier than the date of the expiration of our applicable patents, injunctions against the commercialization of the ANDA Filer's product prior to such expiration date, and an award for attorneys' fees, costs and expenses. In the ANDA Filers' respective answers to our

complaints filed in May, June and July 2024, five of the ANDA Filers asserted counterclaims against us seeking a declaratory judgment of noninfringement and invalidity of our patents.

On July 16, 2024, the U.S. District Court for the District of New Jersey issued an order consolidating the cases described above for all pretrial purposes. A scheduling conference for the consolidated cases was held on July 29, 2024. On August 8, 2024, the U.S. District Court for the District of New Jersey issued a scheduling order that set the date for the bench trial to begin on October 27, 2026.

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In July and August 2024, we received additional notices from each of (i) Dr. Reddy's Laboratories Inc. and Dr. Reddy's Laboratories Ltd., and (ii) Alkem Laboratories Ltd., respectively, each of which is an ANDA Filer, that such ANDA Filer had filed an additional Paragraph IV Patent Certification alleging that an additional patent covering CAPLYTA is invalid and/or will not be infringed by such ANDA Filer's manufacture, use or sale of the medicine for which the ANDA was submitted. On August 29, 2024, we filed additional lawsuits in the U.S. District Court for the District of New Jersey against each of the seven ANDA Filers with respect to two additional patents covering CAPLYTA (including the patent referenced in the July and intends August ANDA Filer notices) seeking a declaratory judgment that our patents have been infringed by the respective ANDA Filer, an order that any FDA approval of the ANDA Filer's product be not earlier than the date of expiration of our applicable patents, injunctions against the commercialization of the ANDA Filer's product prior to vigorously defend such expiration date, and enforce its intellectual property rights, an award for attorneys' fees, costs and expenses. In the ANDA Filers' respective answers to these complaints filed up to the date of this report, six of the ANDA Filers asserted counterclaims against us seeking a declaratory judgment of noninfringement and invalidity of our patents. On October 15, 2024, the U.S. District Court for the District of New Jersey issued an order consolidating these additional cases with the consolidated case described above for all pretrial purposes.

On November 1, 2024, we filed additional lawsuits in the U.S. District Court for the District of New Jersey against each of the seven ANDA Filers with respect to three additional patents covering CAPLYTA seeking a declaratory judgment that our patents have been infringed by the respective ANDA Filer, an order that any FDA approval of the ANDA Filer's product be not earlier than the date of expiration of our applicable patents, injunctions against the commercialization of the ANDA Filer's product prior to such expiration date, and an award for attorneys' fees, costs and expenses. On January 10, 2025, the U.S. District Court for the District of New Jersey issued an order consolidating these additional cases with the consolidated case described above for all pretrial purposes. On January 14, 2025, we received the ANDA Filers' Answers to these complaints.

Between December 2024 and February 2025, we received notice letters from Aurobindo, Alkem, Dr. Reddy's Laboratories, and Zydus. These notice letters informed us that these ANDA Filers had each separately amended their ANDAs to contain additional Paragraph IV Patent Certifications alleging that certain of our patents covering CAPLYTA are invalid and/or will not be infringed by that ANDA Filer's manufacture, use or sale of the medicine for which the ANDA was submitted. The notice letters from Aurobindo, Alkem, and Dr. Reddy's Laboratories provided notice regarding patents that we had already asserted against these ANDA Filers in pending litigation in the U.S. District Court for the District of New Jersey. On January 31, 2025, we filed an additional lawsuit in the U.S. District Court for the District of New Jersey against Zydus with respect to four additional patents covering CAPLYTA seeking a declaratory judgment that our patents have been infringed by Zydus, an order that any FDA approval of Zydus's product be not earlier than the date of expiration of our applicable patents, injunctions

against the commercialization of Zydus's product prior to such expiration date, and an award for attorneys' fees, costs and expenses.

On January 8, 2025, we entered into a settlement agreement resolving the patent litigation against one of the ANDA Filers, Sandoz Inc., or Sandoz. As a result of this settlement agreement, we granted Sandoz the right to sell generic versions of CAPLYTA in the United States beginning July 1, 2040, or earlier under certain circumstances. As required by law, we submitted the agreement to the U.S. Federal Trade Commission and the U.S. Department of Justice. The patent litigation that we brought against the other ANDA Filers remains pending in the U.S. District Court for the District of New Jersey.

From time to time, we may become subject to other legal proceedings or claims arising in the ordinary course of our business. We currently believe that none of the claims or actions pending against us is likely to have, individually or in the aggregate, a material adverse effect on our business, financial condition or results of operations. Given the unpredictability inherent in litigation, however, we cannot predict the outcome of these matters.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

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PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our common stock is traded on the Nasdaq Global Select Market under the symbol "ITCI."

Stockholders

As of February 20, 2024 February 19, 2025, we had 96,807,191 106,327,952 outstanding shares of common stock and no outstanding shares of preferred stock. As of February 20, 2024 February 19, 2025, there were approximately 73 holders of record of our outstanding shares of common stock.

Dividends

We have never declared or paid cash dividends on our common stock. We currently intend to retain all of our future earnings to finance the growth and development of our business, and we do not anticipate paying any cash dividends on our common stock in the foreseeable future.

Unregistered Sales of Securities

Not applicable.

Issuer Purchases of Equity Securities

Not applicable.

Item 6. [RESERVED]

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Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of the financial condition and results of our operations should be read in conjunction with the financial statements and the notes to those statements appearing elsewhere in this Annual Report on Form 10-K. This section of this Annual Report on Form 10-K generally discusses the fiscal years ended December 31, 2023, December 31, 2024 and 2022, 2023 items and year to year comparisons between the fiscal years ended December 31, 2023, December 31, 2024 and 2022, 2023. The discussion around results of operations for the fiscal year ended December 31, 2021, December 31, 2022 and a comparison of our results for the fiscal years ended December 31, 2022, December 31, 2023 and 2021, 2022 is included in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, of our Annual Report on Form 10-K for fiscal year ended December 31, 2022, December 31, 2023, filed with the SEC on March 1, 2023, February 22, 2024. Some of the information contained in this discussion and analysis or set forth elsewhere in this report, including information with respect to our plans and strategy for our business, includes forward-looking statements that involve risks and uncertainties. You should read the Risk Factors set forth in Item 1A of this Annual Report on Form 10-K for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Overview

We are a biopharmaceutical company focused on the discovery, clinical development and commercialization of innovative, small molecule drugs that address underserved medical needs primarily in neuropsychiatric, psychiatric and neurological disorders by targeting intracellular signaling mechanisms within disorders.

On January 10, 2025, we entered into a definitive agreement with Johnson & Johnson pursuant to which Johnson & Johnson has agreed to acquire the central nervous system, or CNS, Company for \$132 per share in cash, for a total equity value of approximately \$14.6 billion, on the terms and subject to the conditions set forth therein. The transaction is expected to close this year, subject to customary closing conditions, including approval of our stockholders and receipt of required regulatory approvals. See Part I, Item 1A, "Risk Factors," "–Agreement and Plan of Merger with Johnson & Johnson" in this Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and Note 1 of the Notes to Consolidated Financial Statements included in this Annual Report on Form 10-K for additional information regarding the transaction.

Commercial Product

In December 2019, CAPLYTA® (lumateperone) was approved by the U.S. Food and Drug Administration, or FDA, for the treatment of schizophrenia in adults (42 mg/day) and we initiated the commercial launch of CAPLYTA in March 2020. In December 2021, CAPLYTA was approved by the FDA for the treatment of bipolar depression in adults (42 mg/day). We initiated the commercial launch of CAPLYTA for the treatment of bipolar depression in December 2021. Additionally, in April 2022, the FDA approved two additional dosage strengths of CAPLYTA, 10.5 mg and 21 mg capsules, to provide dosage recommendations for patients concomitantly taking strong or moderate CYP3A4 inhibitors, and 21 mg capsules for patients

with moderate or severe hepatic impairment (Child-Pugh class B or C). We initiated the commercial launch of these special population doses in August 2022. As used in this report, “CAPLYTA” refers to lumateperone approved by the FDA for the treatment of schizophrenia in adults and for the treatment of bipolar depression in adults, and “lumateperone” refers to, where applicable, CAPLYTA as well as lumateperone for the treatment of indications beyond schizophrenia and bipolar depression.

Clinical and Nonclinical Development Programs

Lumateperone Program

Lumateperone is in Phase 3 clinical development as a novel treatment for major depressive disorder, or MDD. Clinical conduct in In April 2024 and June 2024, we announced positive topline results from two Phase 3 global, double-blind, placebo-controlled clinical trials, Study 501 and Study 502, and Study 505, global Phase 3 clinical trials respectively, evaluating lumateperone 42 mg as an adjunctive therapy to antidepressants for the treatment of MDD, is ongoing. Study 505 is intended to serve as a potential additional registration trial in support of MDD. In December 2024, we announced that we submitted a supplemental New Drug Application, new drug application, or sNDA, to the FDA for potential regulatory approval of lumateperone for MDD in adults, as an adjunctive therapy to antidepressants for antidepressants. In the treatment of MDD, if needed. This is a common strategy employed in mood disorder development programs. We expect to announce topline results from Study 501 in April 2024 and Study 502 late in the second first quarter of 2024 and, subject to the results of these studies, we expect to file an sNDA with 2025, the FDA accepted the sNDA for approval of lumateperone as an adjunctive therapy to antidepressants for the treatment of MDD in the second half of 2024. review.

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In the first quarter of 2020, as part of our lumateperone bipolar depression clinical program, March 2023, we initiated our third monotherapy Phase 3 study, announced positive topline results from Study 403 evaluating lumateperone as monotherapy in the treatment of major depressive episodes associated with bipolar I or bipolar II disorder. Following the positive results in our adjunctive study that was part of our bipolar depression clinical program, Study 402, we amended Study 403 to evaluate major depressive episodes with mixed features in bipolar disorder in patients with bipolar I or bipolar II disorder and mixed features in patients with MDD. In March 2023, we announced positive topline results from Study 403 as lumateperone 42 mg given once daily met the primary endpoint in the study by demonstrating a statistically significant and clinically meaningful reduction in the Montgomery-Asberg Depression Rating Scale (MADRS) total score compared to placebo at Week 6 in the combined patient population of MDD with mixed features and bipolar depression with mixed features (5.7 point reduction vs. placebo; $p < 0.0001$; Cohen's d effect size (ES) of 0.64). Robust results were also seen in the individual patient population of MDD with mixed features (5.9 point reduction vs. placebo; $p < 0.0001$; ES= 0.67), and in the individual patient population of bipolar depression with mixed features (5.7 point reduction vs. placebo; $p < 0.0001$; ES= 0.64). Additionally, lumateperone 42 mg met the key secondary endpoint in the study by demonstrating a statistically significant and clinically meaningful reduction in the clinician's assessment of improvement in the overall severity on the Global Impression of Severity Scale (CGI-S) score compared to placebo at Week 6 in the combined patient population of MDD with mixed features and bipolar depression with mixed features ($p < 0.0001$; ES= 0.59) and in the individual patient population of MDD with mixed features ($p = 0.0003$; ES= 0.57), as well as the individual patient population of bipolar depression with mixed features ($p < 0.0001$; ES=0.61).

We also have an ongoing study, completed Study 304, evaluating lumateperone for the prevention of relapse in patients with schizophrenia. The study is being conducted schizophrenia and announced topline results in five phases consisting of a screening phase; a 6-week, open-label run-in phase during which all patients will receive 42 mg of lumateperone per day; a 12-week, open-label stabilization phase during which all patients will receive 42 mg of lumateperone per day; a double-blind

treatment phase, 26 weeks in duration, during which patients receive either 42 mg of lumateperone per day or placebo (1:1 ratio); and a 2-week safety follow-up phase. This study is being conducted in accordance with our post approval marketing commitment to the FDA in connection with the approval of CAPLYTA for the treatment of schizophrenia as is typical for antipsychotics. November 2024.

Within the lumateperone portfolio, we have conducted or are in the process of conducting studies with pediatric patients in schizophrenia, bipolar disorder and irritability associated with autism spectrum disorder. Our lumateperone pediatric program includes a double-blind, placebo-controlled study in bipolar depression and two double-blind, placebo-controlled studies in irritability associated with autism spectrum disorder. Additionally, the program includes an open-label safety study in schizophrenia and bipolar disorder. Patient enrollment in these four studies is ongoing.

In addition, in the second quarter of 2024, we initiated two Phase 3 studies evaluating lumateperone for the acute treatment of manic or mixed episodes associated with bipolar I disorder (bipolar mania). Our adult bipolar mania program is the result of an agreement with the FDA in connection with our lumateperone pediatric exclusivity program. This agreement provides that pharmacokinetic obligations in adolescents and children, together with bipolar mania studies in adults, would be sufficient to satisfy our obligations with respect to obtaining pediatric exclusivity.

In addition, we are developing a long-acting injectable, or LAI, formulation to provide more treatment options to patients suffering from mental illness. We have conducted a Phase 1 single ascending dose study with an LAI formulation. This study evaluated the pharmacokinetics, safety and tolerability of a lumateperone LAI in patients with stable symptoms of schizophrenia and was generally safe and well-tolerated. We are evaluating several additional formulations of a lumateperone LAI with treatment durations of one month and longer. We have completed all non-clinical studies to support the initiation of longer, and clinical conduct is ongoing in a Phase 1 study with four additional formulations of our LAI. We expect to commence clinical conduct in this study in the first half of 2024. Given the encouraging efficacy and favorable safety profile to date with oral lumateperone, we believe that an LAI option, in particular, may lend itself to being an important formulation choice for certain patients.

ITI-1284 Program

We are developing ITI-1284-ODT-SL for the treatment of generalized anxiety disorder, the treatment of psychosis in patients with Alzheimer's disease and agitation in patients with dementia, and the treatment of dementia-related psychosis. Alzheimer's disease. ITI-1284-ODT-SL is a deuterated form of lumateperone, a new molecular entity formulated as an oral disintegrating tablet for sublingual administration. ITI-1284-ODT-SL is formulated as an oral solid dosage form that dissolves almost instantly when placed under the tongue, allowing for ease of use in the elderly and may be particularly beneficial for patients who have difficulty swallowing conventional tablets. Phase 1 single and multiple ascending dose studies in healthy volunteers and healthy elderly volunteers (> than 65 years of age) evaluated the safety, tolerability and pharmacokinetics of ITI-1284-ODT-SL. In these studies, there were no reported serious adverse events in either age group. In the elderly cohort, reported adverse events were infrequent with the most common adverse event being transient dry mouth (mild). Based on these results, we have initiated Phase 2 programs evaluating ITI-1284-ODT-SL for the treatment of generalized anxiety disorder, psychosis in patients with Alzheimer's disease and agitation in patients with Alzheimer's disease. The FDA has informed us that they do not believe the deuterated and undeuterated forms of lumateperone are identical. As a result, the non-clinical data from lumateperone may not be broadly applied to ITI-1284-ODT-SL, and we conducted completed additional toxicology studies. These studies have been completed and we expect to commence clinical conduct Patient enrollment is ongoing in our Phase 2 studies study evaluating ITI-1284-ODT-SL as adjunctive therapy to anti-anxiety medications in patients with generalized anxiety disorder. We initiated patient enrollment in our Phase 2 study evaluating ITI-1284-ODT-SL as monotherapy in patients with generalized anxiety disorder in the first half fourth quarter of 2024. Patient enrollment is ongoing in a Phase 2 clinical study evaluating ITI-1284-ODT-SL in patients with psychosis associated with Alzheimer's disease and in a Phase 2 clinical study evaluating ITI-1284-ODT-SL in patients with agitation associated with Alzheimer's disease. We are continuing with Phase 1 studies with ITI-1284-ODT-SL, including drug-drug interaction studies.

ITI-1500 Program

We also have our ITI-1500 program focused on the development of novel non-hallucinogenic psychedelics, which we refer to as neuroplastogens. Compounds in this series interact with serotonergic (5-HT_{2A}) receptors in a unique way, potentially allowing the development of this new drug class in mood, anxiety and other neuropsychiatric disorders without the known limitations of psychedelics including the hallucinogenic potential and risk for cardiac valvular pathologies. Our lead compound in this program, ITI-1549, is currently being evaluated in IND enabling studies.

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PDE1 Program

We have another major program that has yielded a portfolio of compounds that selectively inhibit the enzyme phosphodiesterase type 1, or PDE1. PDE1 enzymes are highly active in multiple disease states, and our PDE1 inhibitors are designed to reestablish normal function in these disease states. Abnormal PDE1 activity is associated with cellular proliferation and activation of inflammatory cells. Our PDE1 inhibitors ameliorate both of these effects in animal models. We intend to pursue the development of our phosphodiesterase, or PDE, program, for the treatment of aberrant immune system activation in several CNS, and non-CNS conditions with a focus on diseases where excessive PDE1 activity has been demonstrated and increased inflammation is an important contributor to disease pathogenesis. Our potential disease targets include immune system regulation, neurodegenerative diseases, cancers and other non-CNS disorders. Lenrispodun (ITI-214) is our lead compound in this program. Following the favorable safety and tolerability results in our Phase 1 program, we initiated our development program for lenrispodun for Parkinson's disease and conducted a Phase 1/2 clinical trial of lenrispodun in patients with Parkinson's disease to evaluate safety and tolerability in this patient population, as well as motor and non-motor exploratory endpoints. In this study, lenrispodun was generally well-tolerated with a favorable safety profile and clinical signs consistent with improvements in motor symptoms and dyskinesias. Our Phase 2 clinical trial of lenrispodun evaluating improvements in motor symptoms, changes in cognition, and inflammatory biomarkers in patients with Parkinson's disease is ongoing. We expect to complete patient enrollment in this study in late 2024 with topline results anticipated in the first half of 2025. We also have an active Investigational New Drug (IND) application to evaluate our newest candidate within the PDE 1 PDE1 inhibitor program, ITI-1020, as a novel cancer immunotherapy. Our Phase 1 program with ITI-1020 in healthy volunteers is ongoing.

ITI-333 Program

We also have had a development program with our ITI-333 compound as a potential treatment for substance use disorders, pain and psychiatric comorbidities including depression and anxiety. There is a pressing need to develop new drugs to treat opioid addiction and safe, effective, non-addictive treatments to manage pain. ITI-333 is a novel compound that uniquely combines activity as an antagonist at serotonin 5-HT_{2A} receptors and a partial agonist at μ -opioid receptors. These combined actions support the potential utility of ITI-333 in the treatment of opioid use disorder and associated comorbidities (e.g., depression, anxiety, sleep disorders) without opioid-like safety and tolerability concerns. We have conducted a Phase 1 single ascending dose study evaluating the safety, tolerability and pharmacokinetics of ITI-333 in healthy volunteers. In this study, ITI-333 achieved plasma exposures at or above those required for efficacy and was generally safe and well-tolerated. We have commenced addition, we completed a neuroimaging study to investigate brain occupancy for receptors that play a role in substance use disorder and also have applicability for pain. The results of this study will support the dose selection for

future studies. We also have an ongoing multiple ascending dose study with ITI-333 in healthy volunteers. We In this study, ITI-333 was generally safe and well-tolerated. However, based on our review of the current pipeline, we have received discontinued this program.

Agreement and Plan of Merger with Johnson & Johnson

On January 10, 2025, we entered into the Merger Agreement, with Johnson & Johnson, a grant from New Jersey corporation, or Parent, and Fleming Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent, or Merger Sub, pursuant to which, subject to the National Institute on Drug Abuse terms and conditions thereof, Merger Sub will merge with and into the Company, or the Merger, with the Company surviving the Merger as a wholly owned subsidiary of Parent.

At the effective time of the Merger, or the Effective Time, each share of common stock, par value \$0.0001 per share, of the Company issued and outstanding immediately prior to the Effective Time (other than certain shares of common stock to be canceled pursuant to the Merger Agreement and shares of common stock with respect to which appraisal rights have been properly and validly exercised) will automatically be converted into the right to receive an amount equal to \$132.00 per share in cash, or the Merger Consideration, without interest thereon and less any applicable tax withholdings.

Consummation of the Merger is subject to customary closing conditions, including, without limitation, the absence of certain legal restraints preventing or otherwise making illegal the consummation of the Merger, no Company Material Adverse Effect (as defined in the Merger Agreement) having occurred since the signing of the Merger Agreement that is continuing as of immediately prior to the Effective Time, the expiration or termination of the waiting period under the Helping to End Addiction Long-term Initiative, Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, or NIH HEAL Initiative, that we expect will fund a significant portion the HSR Act, and the adoption of the early stage clinical development costs associated Merger Agreement and approval of the Merger by the affirmative vote of the holders of a majority of the outstanding shares of common stock, or the Company Stockholder Approval. The Company expects the Merger and the other transactions contemplated by the Merger Agreement to close this year.

The Merger Agreement contains certain termination rights for the Company and Parent. Subject to the terms and conditions of the Merger Agreement, we or Parent may terminate the Merger Agreement if the Merger is not consummated on or before July 10, 2025, which period may be extended automatically for two automatic six-month periods if at the end of the prior period, either of the conditions relating to approval of the Merger pursuant to the HSR Act or the absence of certain legal restraints preventing or otherwise making illegal the consummation of the Merger (solely in respect of any antitrust law or order under any antitrust law) has not been satisfied, or the Termination Date. Upon termination of the Merger Agreement, under specified circumstances, we will be required to pay Parent a termination fee of \$475.5 million.

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At the Effective Time, each Company Option (as defined in the Merger Agreement) that is then outstanding and unexercised as of immediately prior to the Effective Time, whether vested or unvested will be canceled and converted into the right to receive an amount in cash (without interest) equal to the product of (i) the aggregate number of shares of common stock underlying such Company Option immediately prior to the Effective Time, and (ii) the excess of (A) the Merger Consideration over (B) the per share exercise price of such Company Option. In addition, at the Effective Time, each other Company Option with this program, a per share exercise price that equals or exceeds the amount of the Merger Consideration will be canceled for no consideration.

We also have At the ITI-1500 program focused on Effective Time, each Company RSU Award (as defined in the development Merger Agreement), other than Interim Equity Awards (as defined below), that is outstanding as of novel non-hallucinogenic psychedelics. Compounds immediately prior to the Effective Time, whether vested or unvested, will be canceled and converted into the right to receive an amount in this series interact cash (without interest) equal to the product of (i) the aggregate number of shares of common stock underlying such Company RSU Award immediately prior to the Effective Time and (ii) the Merger Consideration.

At the Effective Time, each Company PSU Award (as defined in the Merger Agreement) that is outstanding as of immediately prior to the Effective Time, whether vested or unvested, will be canceled and converted into the right to receive an amount in cash (without interest) equal to the product of (i) the aggregate number of shares of common stock underlying such Company PSU Award immediately prior to the Effective Time determined by treating all applicable performance measures as satisfied at the target level of performance and (ii) the Merger Consideration.

At the Effective Time, each Company RSU Award that is granted during the period between the date of the Merger Agreement and the Effective Time, or Interim Equity Awards, to the extent unvested immediately prior to the Effective Time, will be converted to a time-vesting deferred cash award that will vest and be paid in accordance with serotonergic (5-HT2a) receptors in a unique way, potentially allowing its original vesting schedule, subject to full acceleration upon the development occurrence of this new drug class in mood, anxiety and other neuropsychiatric disorders without the liabilities of known psychedelics including the hallucinogenic potential and risk for cardiac valvular pathologies. Our lead compound in this program, ITI-1549, is currently being evaluated in IND enabling studies. certain specified events.

Results of Operations

The following discussion summarizes the key factors our management believes are necessary for an understanding of our financial statements.

Revenues

Net revenues from Revenues are comprised primarily of net product sales consist of our commercial product, CAPLYTA, in the United States. Our net product sales of CAPLYTA which was approved by the FDA for the treatment of schizophrenia in adults in December 2019 represent sales primarily to wholesalers and for the treatment of bipolar depression in adults in December 2021. In addition, in April 2022, the FDA approved two additional dosage strengths of CAPLYTA for specialty distributors and reflect certain patients. We initiated the commercial launch of CAPLYTA in March 2020. During the years ended December 31, 2023 and 2022, net adjustments deducted from gross product sales increased from approximately \$249.1 million for the year ended December 31, 2022 to approximately \$462.2 million for the year ended December 31, 2023.

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arrive at product sales, net.

Expenses

The process of researching, developing and commercializing drugs for human use is lengthy, unpredictable and subject to many risks. The costs associated with the commercialization of CAPLYTA are substantial and will be incurred prior to our generating sufficient revenue to offset these costs. Costs for the clinical development of lumateperone-related projects, including for the treatment of MDD, consume and, together with our required post-marketing studies and other anticipated clinical development programs, will continue to consume a large portion of our current, as well as projected, resources. We

intend to pursue other disease indications that lumateperone may address, but there are significant costs associated with pursuing FDA approval for those indications, which would include the cost of additional clinical trials.

Our operating expenses are comprised of (i) costs of product sales, (ii) selling expenses, (iii) general and administrative expenses, and (iv) research and development expenses.

Costs of product sales are comprised of:

- royalty payments on product sales;
- direct costs of formulating, manufacturing and packaging drug product; and
- overhead costs consisting of labor, salaries, share-based compensation and related benefit costs, shipping, outside external inventory manufacturing and other miscellaneous operating costs.

Selling expenses are incurred in three major categories:

- salaries, share-based compensation, incentives and related benefit costs of a dedicated sales force; force and commercial organization;
- marketing and promotion expenses; and
- sales operation costs.

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General and administrative expenses are incurred in three major categories:

- salaries, share-based compensation and related benefit costs;
- patent, legal, and professional costs; and
- office, facilities and facilities infrastructure overhead.

Research and development costs are comprised of:

- fees paid to external parties that provide us with contract services, such as pre-clinical testing, manufacturing and related testing, clinical trial activities and license milestone payments; and
- internal recurring costs, such as costs relating to labor salaries, share-based compensation and fringe related benefits, materials, supplies, facilities and maintenance.

Product The process of researching, developing and commercializing drugs for human use is lengthy, unpredictable and subject to many risks. The costs associated with the commercialization of CAPLYTA and development of our product candidates are substantial, and we have not yet generated sufficient revenue to offset our operating costs. Costs for the clinical development of lumateperone-related projects, including for the treatment of MDD, consume and, together with our required post-marketing studies and other anticipated clinical development programs, will continue to consume a large portion of our current, as well as projected, resources. We intend to continue to pursue other disease indications that lumateperone may address, but there are significant costs associated with pursuing FDA approval for those indications, which would include the cost of additional clinical trials.

A portion of product sold through December 31, 2023 December 31, 2024 consisted of active pharmaceutical ingredients (API) and drug product that was previously charged to research and development expenses prior to FDA approval of CAPLYTA. Because the Company's policy does not allow for the capitalization of pre-approval the cost of drug product that was incurred prior to FDA approval, the cost of drug product sold is lower than it would have been and has a positive impact on our cost of product sales for the years ended December 31, 2023 December 31, 2024 and 2022. We expect to continue to have this favorable impact on cost of product sales and related product gross margins until the cost of our sales of CAPLYTA include drug product that is manufactured entirely after the FDA approval. We expect that this will be the case for the near term and, as a result, our cost of product sales will be less than we anticipate it will be in future periods. 2023. In addition, as our net product sales increase in the future and we exceed certain sales thresholds, the applicable royalty rate for payments we make under our License Agreement with Bristol Myers Squibb (BMS) will increase, increases, which we anticipate will result results in an increase to cost of product sales.

We expect that our selling, general and administrative costs will increase from prior periods primarily due to costs associated with our recently completed and ongoing sales force expansions, promotional activities to support the commercial sales of CAPLYTA, as well as costs associated with expanding our infrastructure and anticipated increases in professional fees. During the third quarter of 2024, we expanded our sales force by approximately 150 representatives who will focus on commercial sales of CAPLYTA to primary care physicians. We also are in the process of further expanding our sales force in 2025 to support the potential sNDA approval of CAPLYTA for the treatment of MDD. We also expect that research and development expenses will increase as we are expanding our clinical trial programs and pre-clinical development activities. We granted significant share-based awards in 2024 and 2023. We expect to continue to grant share-based awards in the future. We expect that our growing employee base will increase our share-based compensation expense in future periods. In addition, inflation has and may continue to affect us by increasing clinical trial, selling, labor and other operational costs.

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The following table sets forth our revenues, operating expenses, interest income, net and income tax expense and net loss for the years ended December 31, 2023 December 31, 2024 and 2022 2023 (in thousands):

		For the Years Ended December 31,	
		2023	2022
		2024	2023
Revenues			
Product sales, net			
Product sales, net			
Product sales, net			
Grant revenue			
Total revenues, net			
Expenses			
Operating expenses			
Cost of product sales			
Cost of product sales			

Cost of product sales
Selling, general and administrative
Research and development
Total operating expenses
Loss from operations
Interest income
Income tax expense
Net loss

Comparison of Years Ended December 31, 2023 December 31, 2024 and December 31, 2022 December 31, 2023

Product Sales, Net

Net product sales were approximately \$462.2 million for the year ended December 31, 2023 and \$249.1 million for the year ended December 31, 2022. Net product sales for the periods presented are comprised of sales of CAPLYTA for the treatment of schizophrenia and bipolar depression. Net product sales were approximately \$680.5 million for the year ended December 31, 2024 and \$462.2 million for the year ended December 31, 2023, which represents an increase of 47%. This increase is primarily due to continued growth in sales volume of CAPLYTA for the treatment of schizophrenia and for the treatment of bipolar depression, driven primarily by prescription growth.

Cost of Product Sales

Cost of product sales was approximately \$33.7 million \$57.0 million and \$20.4 million \$33.7 million for the years ended December 31, 2023 December 31, 2024 and 2022, respectively. 2023, respectively, which represents an increase of 69%. Cost of product sales consisted primarily of product royalty fees, overhead and direct costs. Drug product costs including certain direct, indirect, and overhead, costs, for product sales through December 31, 2023 were previously charged to research and development expense prior to FDA approval in December 2019 and are not a component all of cost of product sales. This minimal cost drug product had a positive impact on our cost of product sales and related product gross margins for the years ended December 31, 2023 and 2022.

We expect our net product sales in future quarters will continue to be impacted by lower cost of product sales that excludes the cost of the drug product that was incurred prior to FDA approval until our sales of CAPLYTA include drug product that is entirely manufactured after the FDA approval. We expect that this will continue to be the case for the near-term and, which increased as a result our cost of product the increased sales will be less than we anticipate it will be in future periods. We expect cost of product sales will increase in future quarters as minimum sales thresholds are met, resulting in royalty payment increases under the BMS License Agreement. volume.

Selling, General and Administrative Expenses

Selling, general and administrative costs expenses for the year ended December 31, 2023 December 31, 2024 were \$409.9 million \$504.5 million as compared to \$358.8 million \$409.9 million in the year ended December 31, 2022 December 31, 2023, which represents an increase of 14% 23%.

Selling costs expenses were \$324.5 \$384.7 million for the year ended December 31, 2023 December 31, 2024 as compared to \$277.8 million \$324.5 million in the year ended December 31, 2022 December 31, 2023, or an increase of 17% 19%. This increase is primarily due to increases of salaries, benefits, and share-based stock compensation expenses of approximately \$27.3 \$28.8 million travel and entertainment expense of approximately \$2.3 million, due to the sales force

expansion, marketing and advertising of approximately \$9.3\$15.7 million, and other commercial commercialization costs of approximately \$7.8\$13.2 million, and professional and other fees of approximately \$2.5 million. Compensation and related benefit costs for our sales and marketing functions for the years ended December 31, 2023December 31, 2024 and 20222023 constituted approximately 33%34% and 34%33%, respectively, of our selling costs.

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General and administrative expenses for the year ended December 31, 2023December 31, 2024 were \$85.4\$119.7 million as compared to \$81.0 million\$85.4 million for the year ended December 31, 2022December 31, 2023, an increase of 5%40%. This increase is due to increases in salaries and benefits of approximately \$2.8 million and IT related services of approximately \$2.0 million, partially offset by a decrease in insurance costs \$11.5 million to enhance our infrastructure, salaries, benefits and stock compensation of approximately \$0.4 million\$10.7 million, legal fees of approximately \$4.7 million relating to the ANDA litigation, taxes and government payments of approximately \$2.8 million, professional and other fees of approximately \$2.4 million and medical affairs educational programs of approximately \$2.2 million. Compensation and related benefit costs for our general and administrative functions for the years ended December 31, 2023December 31, 2024 and 20222023 constituted approximately 25%23% and 23%25%, respectively, of our general and administrative costs.

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Research and Development Expenses

The following tables set forth our research and development expenses for the years ended December 31, 2023December 31, 2024 and 20222023 (in thousands):

	2023	2022
	2024	2023
External costs		
Internal costs		
Total research and development expenses		
	2023	2022
	2024	2023
Lumateperone project costs		
Non-lumateperone project costs		
Overhead and other costs		
Total research and development expenses		

Research and development expenses were \$236.1 million for the year ended December 31, 2024 as compared to \$180.1 million for the year ended December 31, 2023 as compared to \$134.7 million for the year ended December 31, 2022, representing an increase of approximately 34%31%. This increase is due primarily to increases of approximately

\$38.8 \$26.7 million for lumateperone costs, approximately \$3.9 \$22.6 million for non-lumateperone costs and approximately \$2.7 \$6.7 million on for overhead and other costs. External costs increased by approximately \$40.3 \$48.8 million for the year due primarily to outsourced the increased number of clinical expenses, outsourced laboratory testing of our trials for lumateperone and other program expenses, non-lumateperone projects. Internal and outsourced development-based manufacturing activities. Internal other costs increased by approximately \$5.1 \$7.2 million for the year due primarily to labor related costs and share-based compensation.

As the development of lumateperone and non-lumateperone programs progresses, we anticipate research and development costs will increase moderately due primarily to non-clinical testing and conducting ongoing and planned clinical trials during the next several years. We are also required to complete non-clinical testing to obtain FDA approval and manufacture materials needed for clinical trial use, which includes non-clinical testing of the drug product, and manufacturing of drug product in anticipation of possible additional FDA approvals of lumateperone for indications beyond schizophrenia and bipolar depression.

The successful development of our product candidates and the approval process requires substantial time, effort and financial resources, and is uncertain and subject to a number of risks. We cannot be certain that any of our product candidates will prove to be safe and effective, will meet all of the applicable regulatory requirements needed to receive and maintain marketing approval, or will be granted marketing approval on a timely basis, if at all. Data from non-clinical studies and clinical trials are susceptible to varying interpretations that could delay, limit or prevent regulatory approval or could result in label warnings related to or recalls of approved products. We, the FDA, or other regulatory authorities may suspend clinical trials at any time if we or they believe that the subjects participating in such trials are being exposed to unacceptable risks or if such regulatory agencies find deficiencies in the conduct of the trials or other problems with our product candidates. Other risks associated with our product candidates are described in the section titled "Risk Factors" in this Annual Report on Form 10-K.

Liquidity and Capital Resources

Since inception, we have incurred significant operating and cash losses from our operations. Sources of Liquidity

We have primarily funded our operations to date through proceeds from public and private offerings of our common stock and other securities, and to a far lesser extent, through proceeds as well as collections from grants from government agencies and foundations. In addition, we began to generate net product revenue in related to the first quarter sales of 2020 in conjunction with the commercial launch of CAPLYTA.

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As of December 31, 2023 December 31, 2024, our cash and cash equivalents, available-for-sale investment securities, and restricted cash totaled \$499.7 million. We invest approximately \$1.0 billion, which we believe, along with cash in excess of our immediate requirements in a variety of interest-bearing instruments, including obligations of U.S. government agencies and money market accounts. Whenever possible, we seek to minimize the potential effects of concentration and degrees of risk. Although we maintain cash balances and investments with financial institutions in excess of insured limits, we do not anticipate any losses with respect to such balances because these financial institutions are custodians of our investments.

During the year ended December 31, 2023, we used \$124.2 million of net cash in operating activities, a decrease generated from \$270.2 million for the year ended December 31, 2022. The decrease in net cash used in ongoing

operations, was primarily due to increased cash receipts related to higher net product sales combined with decreases in cash spend for operational requirements.

Based on our current operating plans, we expect that our existing cash, cash equivalents, marketable securities, and product sales are sufficient will enable us to fund our operating expenses and capital expenditure requirements for at least the next 12 months foreseeable future from the filing date of this Annual Report. report. During that time, we expect that our expenses will increase, primarily due to the continued commercialization of CAPLYTA for the treatment of schizophrenia and bipolar depression; the development of lumateperone increases in our late-stage clinical programs; the development of our other net product candidates, including PDE, ITI-1284, ITI-333, and ITI-1500; and infrastructure expansion and general operations. revenue as well as increases in operating expenses.

We seek to balance the level of cash, cash equivalents and investments on hand with our projected needs and to allow us to withstand periods of uncertainty relative to needs. We then assess the availability of funding on favorable terms. terms with minimal risk. Subject to the proposed merger with Johnson & Johnson, market conditions, interest rates, results of our ability to generate significant revenues from operations, clinical trials, progress of our commercialization efforts and other factors, we may need pursue opportunities to satisfy our obtain additional financing in the future, cash needs through which could include public or private sales of our equity securities, sales of debt securities, incurrence of debt from commercial lenders, strategic collaborations, and licensing a portion or all of our product candidates and technology and, to a lesser extent, grant funding.

We cannot be sure that future funding will be available to us when we need it on terms that are acceptable to us, or at all. We sell securities and incur debt when the terms of such transactions are deemed favorable to us and as necessary to fund our current and projected cash needs. The amount of funding we raise through sales of our common stock or other securities depends on many factors, including, but not limited to, the magnitude of sales of CAPLYTA, the status and progress of our product development programs, projected cash needs, availability of funding from other sources, our stock price and the condition of the capital markets. Due to the volatile nature of the financial markets, equity and debt financing may be difficult to obtain.

technology. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interest of our existing stockholders will be diluted, and the terms may include liquidation or other preferences that adversely affect the rights of our stockholders. Debt financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring debt, making capital expenditures or declaring dividends. If we raise additional funds through government or other third-party funding, marketing and distribution arrangements or other collaborations, strategic alliances or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates or to grant licenses on terms that may not be favorable to us.

If adequate funds are not available to us on a timely basis, we may be required to: (1) delay, limit, reduce or terminate non-clinical studies, clinical trials or other clinical development activities for one or more of our product candidates, including our lead product candidate lumateperone, and our other product candidates; (2) delay, limit, reduce or terminate our discovery research or non-clinical development activities; (3) enter into licenses or other arrangements with third parties on terms that may be unfavorable to us or sell, license or relinquish rights to develop or commercialize our product candidates, technologies or intellectual property at an earlier stage of development and on less favorable terms than we would otherwise agree; or (4) limit or reduce commercialization efforts related to CAPLYTA.

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Our cash, cash equivalents, and investments are maintained in checking accounts, money market accounts, money market funds, U.S. government agency securities, certificates of deposit, commercial paper, corporate notes and corporate bonds at major financial institutions. **Beginning** Our aim is to minimize the potential effects of concentration and degrees of risk. Although we maintain cash balances and investments with financial institutions in **early 2022, interest rates began** excess of insured limits, we do not anticipate any losses with respect to **rise increasing** such balances because these financial institutions are highly-rated institutions and custodians of our **interest income**. These rates have stabilized investments.

Cash Flows

The following table summarizes our cash flows for the years ended December 31, 2024 and 2023 (in thousands):

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	Twelve Months Ended December 31,		
	2024	2023	Change
Net cash used in operating activities	\$ (73,177)	\$ (124,199)	\$ 51,022
Net cash (used in) provided by investing activities	(335,150)	105,541	(440,691)
Net cash provided by financing activities	567,508	17,810	549,698
Net increase (decrease) in cash, cash equivalents, and restricted cash	\$ 159,181	\$ (848)	\$ 160,029

Net cash used in **the second half of 2023**. During operating activities totaled \$73.2 million for the year ended December 31, 2024 compared to \$124.2 million of net cash used in operating activities for the year ended December 31, 2023, **there was a**. This decrease in **unrealized losses** net cash used in operations primarily resulted from an increase in our net product sales, partially offset by the increase in operating expenses and changes in working capital.

Net cash used in investing activities totaled \$335.2 million for the year ended December 31, 2024 compared to \$105.5 million of cash provided by investing activities for the year ended December 31, 2023. The increase in net cash used in investing activities was primarily due to **maturities** an increase in **lower yielding investments**. Due purchases of investment securities.

Net cash provided by financing activities totaled \$567.5 million for the year ended December 31, 2024 compared to \$17.8 million of cash provided by financing activities for the year ended December 31, 2023. This increase in net cash provided by financing activities was attributable primarily to the **short-term nature** completion of **these investments** an underwritten public offering of shares of our common stock in April 2024 resulting in net proceeds of approximately \$543.1 million, after deducting underwriting discounts and our intention to hold these investments to maturity, we do not expect to recognize these losses. Even with the rise or further potential rise in interest rates, we do not expect interest income to be a significant source of funding. In addition, our investment portfolio historically has not been adversely impacted by problems in the credit markets, but there can be no assurance that our investment portfolio will not be adversely affected in the future. commissions and offering expenses.

Operational and Capital Funding Requirements

Our cash requirements in the short and long term consist of operational, manufacturing, and capital expenditures, a portion of which contain contractual or other obligations. We Subject to the proposed merger with Johnson & Johnson, we plan to fund our cash requirements with our current financial resources together with our anticipated receipts from product sales. We manage future cash requirements relative to our long-term business plans. Our primary uses of cash and operating expenses relate to marketing the commercialization of CAPLYTA for the treatment of schizophrenia and manufacturing bipolar depression; preparation for the potential approval of our products, paying employees sNDA filing with the FDA of lumateperone for MDD in adults, as adjunctive therapy to antidepressants, the development of lumateperone in our late-stage clinical programs; the development of our other product candidates, including ITI-1284, PDE1, and consultants, administering clinical trials, ITI-1500; and providing technology infrastructure expansion and facility infrastructure to support our general operations.

We have three kinds of long-term contractual commitments - operating leases, licensing and royalty commitments, and purchase obligations. Our operating lease leases for 32,000 square feet of useable laboratory and office space, as amended, and 27,700 square feet of office space has a term of 14.3 and 5.7 years ending in May 2029, 2029 and January 2030, respectively. Refer to Note 7 - Leases to our consolidated financial statements for further details.

We entered into an exclusive license agreement with BMS for which we are obligated to make tiered single-digit percentage royalty payments on sales of licensed products. The amount of future royalty payments are is dependent on future net product sales of the licensed product. We may also be obligated to make other milestone payments to BMS for each licensed product of up to an aggregate of \$14.75 million. Refer to Note 11- Commitments and Contingencies to our consolidated financial statements for further details.

In addition, we have entered into certain other long-term commitments for goods and services that are outstanding for periods greater than one year including clinical trial agreements. We recently amended have certain manufacturing service agreements committing the Company to certain minimum annual purchases through 2029. We have also entered into short-term agreements with various vendors and suppliers of goods and services in the normal course of operations through purchase orders. Such short-term agreements are settled by cash payments upon delivery of goods and services. The nature of the work being conducted under these agreements is such that, in most cases, the services may be stopped on short notice without penalty. In such event, we would not be liable for the full amount of the agreement.

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Critical Accounting Policies and Estimates

The discussion and analysis of our financial condition and results of operations are based on our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States, or GAAP. The preparation of these financial statements requires management to make estimates and assumptions that affect reported amounts of assets and liabilities as of the date of the balance sheet and reported amounts of revenues and expenses for the periods presented. Judgments must also be made about the disclosure of contingent liabilities. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. These estimates and assumptions form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from those estimates and under different assumptions or conditions.

We believe that the following critical accounting policies **affects** **affect** management's more significant judgments and estimates used in the preparation of our financial statements:

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Revenue Recognition

Product Sales, net

We sell CAPLYTA to a limited number of customers which include national and regional distributors. These customers subsequently resell our products to retail pharmacies, specialty pharmacy providers, and certain medical centers or hospitals. In addition to distribution agreements with customers, we enter into arrangements with health care providers and payers that obligate us to have government mandated and/or privately negotiated rebates, chargebacks, and discounts with respect to the purchase of our products. We also **voluntarily** offer **voluntary** patient assistance programs which are intended to provide financial assistance to qualified commercially-insured patients. We recognize revenue on product sales when the customer obtains control of our product, which occurs upon delivery. Product revenues are recorded net of applicable reserves for the sales obligations that are considered variable consideration, including rebates, discounts and allowances, among others.

Government and Payer Rebates— We contract with certain **Medicaid, managed care and** private payer organizations, primarily insurance companies and pharmacy benefit managers, for the payment of rebates with respect to utilization of **its** **our** product. The allowance for rebates is based on **statutory discount rates or** contractual percentages, estimated payer mix, and expected utilization. Our liability for these rebates consists of **invoices received for claims from prior periods that have not been paid or for which an invoice has not yet been received,** estimates of **unpaid** claims for the current **quarter, period,** and estimated future claims that will be made for product that has been recognized as revenue, but remains in the distribution channel inventories at the end of each reporting **period, period**

Research and Development Expenses

Research and development costs primarily consist of external costs for contract services, such as pre-clinical testing, manufacturing and related testing, clinical trial activities; and internal recurring costs for **labor** **salaries, share-based compensation and** **benefits, facilities related benefit costs** and **other, other costs.** We recognize our research and development expenses as the **services are** **work is** incurred.

We have entered into various research and development contracts with clinical research organizations and other companies both inside and outside of the U.S. These agreements are generally cancellable. At the end of each financial reporting period, we record expenses incurred to date related to these agreements and recognize accruals or prepaid expenses, as appropriate. These accruals or prepaid expenses occur when billing terms under these contracts do not coincide with the timing of when the **work is performed, services are provided which determine the recording of expenses.** Estimates are based on a number of factors, including our knowledge of the progress towards completion of the research and development activities, communication from the clinical research organizations or other companies of any actual costs incurred during the period that have not yet been invoiced, the costs included in the contracts, and invoicing to date under the contracts. Significant judgments and estimates are made in determining the accrued or prepaid balances at the end of any reporting period. **Actual results could differ from our estimates. Our historical estimates have not been materially different from the actual costs.**

Recently Issued Accounting Pronouncements

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): *Improvements to Reportable Segment Disclosures*, requiring public entities to disclose information about their reportable segments' significant expenses and other segment items on an interim and annual basis. Public entities with a single reportable segment are also required to apply the disclosure requirements. The standard is effective for annual reporting periods beginning after December 15, 2023, and for interim reporting periods beginning January 1, 2025, with early adoption permitted. We **review** adopted this pronouncement for the year ended December 31, 2024 and included additional disclosure regarding segments in Note 12 to our consolidated financial statements included elsewhere in this report.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): *Improvements to Income Tax Disclosures*. This new **accounting standards** guidance is designed to **determine** enhance the **expected financial** transparency and decision usefulness of income tax disclosures. The amendments of this update are related to the rate reconciliation and income taxes paid, requiring consistent categories and greater disaggregation of information in the rate reconciliation as well as income taxes paid disaggregated by jurisdiction. This standard is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. We are currently evaluating the potential impact **if any**, that the adoption of each such this new standard will have. Based on our assessment, recently issued accounting pronouncements were determined to be either not applicable or are expected to have **minimal impact** on our consolidated financial statements **or** and related disclosures.

In November 2024, the FASB issued ASU 2024-03, Income Statement- Reporting Comprehensive Income (Topic 220): *Expense Disaggregation Disclosures*, designed to improve financial reporting by requiring public business entities to disclose additional information about specific expense categories in the notes to financial statements at interim and annual reporting periods, including amounts and qualitative descriptions of inventory purchases, employee compensation, depreciation and intangible asset amortization, among other requirements. The standard is effective for annual reporting periods beginning after December 15, 2026, and for interim reporting periods beginning after December 15, 2027, on a prospective basis. Early adoption is permitted. We are currently evaluating the potential impact that this new standard will have on our consolidated financial statements and related disclosures.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Sensitivity. As of **December 31, 2023** December 31, 2024, we had cash, cash equivalents, **marketable investment** securities and restricted cash of approximately **\$499.7 million** **\$1.0 billion**, consisting of cash deposited in highly rated financial institutions in the United States and in short-term U.S. Treasury bonds, money market funds, as well as high-grade corporate bonds and commercial paper. The primary objective of our investment activities is to preserve our capital for the purpose of funding operations and we do not enter into investments for trading or speculative purposes. We **believe that we** do not have material exposure to high-risk investments such as mortgage-backed securities, auction rate securities or other special investment vehicles within our money-market fund investments. We believe that we do not have any material exposure to changes in fair value as a result of changes in interest rates as we intend and have the ability to hold our investments to maturity. **Beginning in early 2022, interest rates began to rise increasing our interest income. These rates have stabilized in the second half of 2023. During 2023, 2024, there was an unrealized gain primarily due to maturities of lower yielding**

investments decreases in interest rates that resulted in a net unrealized gain position of \$0.1 million \$0.2 million as of December 31, 2023 December 31, 2024. Declines in interest rates in future periods would reduce future investment income.

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Inflation Risk. Inflation generally may affect affects us by increasing our cost of labor, clinical trial costs, and other outsourced activities. To date, inflation has not had a material impact on our business. Should global inflation increase in the future, we expect increases in clinical trial, selling, labor, and other operating costs. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases of our product. Our inability or failure to do so could adversely affect our business, financial condition and results of operations.

Capital Market Risk. Although we receive product revenues from commercial sales of CAPLYTA, we may in the future depend on raise funds raised through other sources. One possible source of funding is through further equity securities offerings. Our ability to raise funds in this manner depends upon capital market forces affecting our stock price among other things.

Foreign Currency Risk. Due to our operations outside of the United States, we are exposed to market risk related to changes in foreign currency exchange rates. Historically, our foreign currency exposure has been limited so we have not hedged for this exposure. Changes in the relative values of currencies occur regularly and, in some instances, could materially adversely affect our business, our results of operations or our cash flows. For the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021, 2022, changes in foreign currency exchange rates did not have a material impact on our historical financial position, our business, our financial condition, our results of operations or our cash flows. A hypothetical 10% change in foreign currency rates would not have a material impact on our financial position or results

[Table of operations. However, there can be no assurance that changes in foreign currency exchange rates will not have a material adverse impact on us in the future.](#)[Contents](#)

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INTRA-CELLULAR THERAPIES, INC.

	Number
Report of Independent Registered Public Accounting Firm (PCAOB ID: 42)	F-1
Consolidated Balance Sheets as of <u>December 31, 2023</u><u>December 31, 2024</u> and <u>2022</u><u>2023</u>	F-4
Consolidated Statements of Operations for the Years Ended <u>December 31, 2023</u><u>December 31, 2024</u>, <u>2022</u><u>2023</u> and <u>2021</u><u>2022</u>	F-5
Consolidated Statements of Comprehensive Loss for the Years Ended <u>December 31, 2023</u><u>December 31, 2024</u>, <u>2022</u><u>2023</u> and <u>2021</u><u>2022</u>	F-6
Consolidated Statements of Stockholders' Equity for the Years Ended <u>December 31, 2023</u><u>December 31, 2024</u>, <u>2022</u><u>2023</u> and <u>2021</u><u>2022</u>	F-7
Consolidated Statements of Cash Flows for the Years Ended <u>December 31, 2023</u><u>December 31, 2024</u>, <u>2022</u><u>2023</u> and <u>2021</u><u>2022</u>	F-8
Notes to Consolidated Financial Statements	F-9

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Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

Item 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our principal executive officer and principal financial officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this Form 10-K, have concluded that, based on such evaluation, our disclosure controls and procedures were effective at **the a** reasonable assurance level to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure.

Management's Report on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, as a process designed by, or under the supervision of, the Company's principal executive and principal financial officers and effected by the Company's board of directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of **December 31, 2023** **December 31, 2024**. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework (2013).

Based on our assessment, management believes that, as of **December 31, 2023** **December 31, 2024**, the Company's internal control over financial reporting is effective based on those criteria.

Our independent registered public accounting firm has issued an audit report on the effectiveness of our internal control over financial reporting. This report appears further below in this Item 9A.

Changes in Internal Controls

There were no changes in our internal control over financial reporting during the fourth quarter ended **December 31, 2023** **December 31, 2024** that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Intra-Cellular Therapies, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited Intra-Cellular Therapies, Inc. and its subsidiary's internal control over financial reporting as of **December 31, 2023** **December 31, 2024**, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Intra-Cellular Therapies, Inc. and subsidiary (the Company) maintained, in all material respects, effective internal control over financial reporting as of **December 31, 2023** **December 31, 2024**, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of **December 31, 2023**, **December 31, 2024** and **2022, 2023**, the related consolidated statements of operations, comprehensive loss, stockholders' equity and cash flows for each of the three years in the period ended **December 31, 2023**, **December 31, 2024** and the related notes and our report dated **February 22, 2024**, **February 21, 2025** expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP
Baltimore, Maryland

February **22, 2024**, **21, 2025**

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Item 9B. OTHER INFORMATION

Not applicable. During the fiscal quarter ended December 31, 2024, the following directors and executive officers adopted a "Rule 10b5-1 trading arrangement" (as defined in Item 408 of Regulation S-K of the Exchange Act):

- On November 15, 2024, Robert Van Nostrand, a Director of the Company, adopted a Rule 10b5-1 Sales Plan having an end date of June 16, 2025. The plan is intended to satisfy the affirmative defense of Rule 10b5-1(c) and provides for the sale of up to an aggregate of 20,000 shares of our common stock upon the exercise of stock options expiring on June 16, 2025. This Rule 10b5-1 Sales Plan was terminated on February 8, 2025.
- As previously disclosed on June 4, 2024, Suresh Durgam, M.D., Executive Vice President, Chief Medical Officer, adopted a Rule 10b5-1 Sales Plan having an end date of March 31, 2025. The plan is intended to satisfy the affirmative defense of Rule 10b5-1(c) and provides for the sale of an indeterminate number of shares of our common stock sufficient to cover Dr. Durgam's tax liability (x) upon the vesting of restricted stock units for an aggregate of 29,220 shares of our common stock and (y) upon the vesting of performance restricted stock units for up to 11,017 shares of our common stock at maximum achievement of the performance vesting conditions (the "Durgam Sell-to-Cover Plan"). On November 25, 2024, Dr. Durgam, adopted a Rule 10b5-1 Sales Plan having an end date of May 30, 2025. The plan is intended to satisfy the affirmative defense of Rule 10b5-1(c) and provides for the sale of (i) an aggregate of up to the balance of the 29,220 shares of our common stock to be issued upon the vesting of restricted stock units, following the sales under the Durgam Sell-to-Cover Plan described in (x) above, and (ii) an aggregate of up to the balance of shares issuable upon the vesting of performance restricted stock units for up to 11,017 shares of our common stock at maximum achievement of the performance vesting conditions, following the sales under the Durgam Sell-to-Cover Plan described in (y) above. Both of these Rule 10b5-1 Sales Plans were terminated on January 24, 2025.
- On December 11, 2024, Sharon Mates, Ph.D., Chairman and Chief Executive Officer, adopted a Rule 10b5-1 Sales Plan, which commences subsequent to the completion of sales or the plan end date under her existing Rule 10b5-1 Sales Plan in March 2025, and has an end date of October 3, 2025. The plan is intended to satisfy the affirmative defense of Rule 10b5-1(c) and provides for the sale of up to an aggregate of 273,872 shares of our common stock upon the exercise of stock options. These Rule 10b5-1 Sales Plans were terminated on January 24, 2025.

There were no other "Rule 10b5-1 trading arrangements" or "non-Rule 10b5-1 trading arrangements" (as each term is defined in Item 408 of Regulation S-K of the Exchange Act) adopted, modified or terminated during the fiscal quarter ended December 31, 2024 by our directors and executive officers.

Item 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

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PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The response to this item is incorporated by reference from the discussion responsive thereto under the captions “Management and Corporate Governance,” “Delinquent Section 16(a) Reports,” and “Code of Ethics and Business Conduct” in the Company’s Proxy Statement for the 2024 2025 Annual Meeting of Stockholders. Stockholders (the “Proxy Statement”). If the Proxy Statement is not filed within 120 days after the end of our fiscal year ended December 31, 2024, the information required by this item will be contained in the Form 10-K/A.

Item 11. EXECUTIVE COMPENSATION

The response to this item is incorporated by reference from the discussion responsive thereto under the captions “Executive Officer and Director Compensation,” “Compensation Discussion and Analysis,” “Management and Corporate Governance—Compensation Committee Interlocks and Insider Participation,” “Compensation Committee Report” and “Risks Related to Compensation Practices and Policies” in the Company’s Proxy Statement for the 2024 Annual Meeting of Stockholders. Statement. The section titled “Pay Versus Performance” in the Company’s 2024 Proxy Statement is not incorporated by reference herein. If the Proxy Statement is not filed within 120 days after the end of our fiscal year ended December 31, 2024, the information required by this item will be contained in the Form 10-K/A.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The response to this item is incorporated by reference from the discussion responsive thereto under the captions “Security Ownership of Certain Beneficial Owners and Management” and “Equity Compensation Plan Information” in the Company’s Proxy Statement. If the Proxy Statement for is not filed within 120 days after the 2024 Annual Meeting end of Stockholders. our fiscal year ended December 31, 2024, the information required by this item will be contained in the Form 10-K/A.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The response to this item is incorporated by reference from the discussion responsive thereto under the captions “Certain Relationships and Related Person Transactions” and “Management and Corporate Governance” in the Company’s Proxy Statement. If the Proxy Statement for is not filed within 120 days after the 2024 Annual Meeting end of Stockholders. our fiscal year ended December 31, 2024, the information required by this item will be contained in the Form 10-K/A.

Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The response to this item is incorporated by reference from the discussion responsive thereto under the caption “Ratification of Appointment of Independent Registered Public Accounting Firm” in the Company’s Proxy Statement. If the Proxy Statement for is not filed within 120 days after the 2024 Annual Meeting end of Stockholders. our fiscal year ended December 31, 2024, the information required by this item will be contained in the Form 10-K/A.

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PART IV

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

Item 15(a). **The following documents are filed as part of this annual report on Form 10-K:**

Item 15(a)(1) See “Index to Financial Statements and Financial Statement Schedules” at Item 8 to this Annual Report
and (2) on Form 10-K. Other financial statement schedules have not been included because they are not
applicable or the information is included in the financial statements or notes thereto.

Item 15(a)(3) Exhibits

The following is a list of exhibits filed as part of this Annual Report on Form 10-K.

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference herein from Form or Schedule	Filing Date	SEC File/ Reg. Number
2.1	Agreement and Plan of Merger, dated as of August 23, 2013, by and among the Registrant, ITI, Inc. and Intra-Cellular Therapies, Inc.		8-K (Exhibit 2.1)	8/29/2013	000-54896
2.2	Agreement and Plan of Merger, dated as of August 29, 2013, by and between the Registrant and Intra-Cellular Therapies, Inc., relating to the name change of the Registrant.		8-K (Exhibit 2.2)	9/5/2013	000-54896
3.1	Restated Certificate of Incorporation of the Registrant, as amended.		10-Q (Exhibit 3.1)	8/9/2021	001-36274
3.2	Certificate of Merger relating to the Merger of ITI, Inc. with and into Intra-Cellular Therapies, Inc., filed with the Secretary of State of the State of Delaware on August 29, 2013.		8-K (Exhibit 3.3)	9/5/2013	000-54896
3.3	Certificate of Ownership and Merger relating to the Merger of Intra-Cellular Therapies, Inc. with and into the Registrant, filed with the Secretary of State of the State of Delaware on August 29, 2013, relating to the name change of the Registrant.		8-K (Exhibit 3.4)	9/5/2013	000-54896
3.4	Restated Bylaws of the Registrant.		8-K (Exhibit 3.5)	9/5/2013	000-54896
4.1	Form of common stock certificate.		8-K (Exhibit 4.1)	9/5/2013	000-54896
4.2	Description of securities.	X			

10.1	.1	License Agreement dated as of May 31, 2005 by and between Bristol-Meyers Squibb Company and Intra-Cellular Therapies, Inc.**	8-K (Exhibit 10.1)	8/9/2022	001-36274
	.2	Amendment No. 1 to License Agreement dated as of November 3, 2010 by and between Bristol-Meyers Squibb Company and Intra-Cellular Therapies, Inc.	8-K (Exhibit 10.1.2)	9/5/2013	000-54896
10.2		Supply Agreement dated as of January 5, 2023 by and between Siegfried AG and the Registrant.**	10-K (Exhibit 10.2)	3/1/2023	001-36274
10.3	.1	Master Services Agreement, effective as of January 10, 2017, by and between ITI Limited and Lonza Ltd.**	10-Q (Exhibit 10.1)	11/9/2020	001-36274
	.2	Amendment No. 1 to Master Services Agreement dated as of December 19, 2022 by and between ITI Limited and Lonza Ltd.	10-K (Exhibit 10.3.2)	3/1/2023	001-36274
10.4		Employment Agreement effective as of February 26, 2008 by and between Sharon Mates, Ph.D. and Intra-Cellular Therapies, Inc.*	8-K (Exhibit 10.3)	9/5/2013	000-54896

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference herein from Form or Schedule	Filing Date	SEC File/ Reg. Number
2.1	Agreement and Plan of Merger, dated as of August 23, 2013, by and among the Registrant, ITI, Inc. and Intra-Cellular Therapies, Inc.		8-K (Exhibit 2.1)	8/29/2013	000-54896
2.2	Agreement and Plan of Merger, dated as of August 29, 2013, by and between the Registrant and Intra-Cellular Therapies, Inc., relating to the name change of the Registrant.		8-K (Exhibit 2.2)	9/5/2013	000-54896
2.3	Agreement and Plan of Merger, dated as of January 10, 2025, by and among Johnson & Johnson, Fleming Merger Sub, Inc. and the Registrant. ***		8-K (Exhibit 2.1)	1/13/2025	001-36274
3.1	Restated Certificate of Incorporation of the Registrant, as amended.	X			
3.2	Certificate of Merger relating to the Merger of ITI, Inc. with and into Intra-Cellular Therapies, Inc., filed with the Secretary of State of the State of Delaware on August 29, 2013.		8-K (Exhibit 3.3)	9/5/2013	000-54896

3.3		Certificate of Ownership and Merger relating to the Merger of Intra-Cellular Therapies, Inc. with and into the Registrant, filed with the Secretary of State of the State of Delaware on August 29, 2013, relating to the name change of the Registrant.	8-K (Exhibit 3.4)	9/5/2013	000-54896
3.4		Restated Bylaws of the Registrant.	8-K (Exhibit 3.5)	9/5/2013	000-54896
4.1		Form of common stock certificate.	8-K (Exhibit 4.1)	9/5/2013	000-54896
4.2		Description of securities.	X		
10.1	.1	License Agreement dated as of May 31, 2005 by and between Bristol-Meyers Squibb Company and Intra-Cellular Therapies, Inc.**	8-K (Exhibit 10.1)	8/9/2022	001-36274
	.2	Amendment No. 1 to License Agreement dated as of November 3, 2010 by and between Bristol-Meyers Squibb Company and Intra-Cellular Therapies, Inc.	8-K (Exhibit 10.1.2)	9/5/2013	000-54896
10.2		Supply Agreement dated as of January 5, 2023 by and between Siegfried AG and the Registrant.**	10-K (Exhibit 10.2)	3/1/2023	001-36274
10.3	.1	Master Services Agreement, effective as of January 10, 2017, by and between ITI Limited and Lonza Ltd.**	10-Q (Exhibit 10.1)	11/9/2020	001-36274
	.2	Amendment No. 1 to Master Services Agreement dated as of December 19, 2022 by and between ITI Limited and Lonza Ltd.	10-K (Exhibit 10.3.2)	3/1/2023	001-36274

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Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference herein from Form or Schedule	Filing Date	SEC File/ Reg. Number
10.5	.1 Employment Agreement effective as of August 3, 2015 by and between Michael I. Halstead and Intra-Cellular Therapies, Inc.*		10-Q (Exhibit 10.1)	11/5/2015	001-36274

.2	Amendment No. 1 to Employment Agreement dated as of November 9, 2016 by and between Michael I. Halstead and Intra-Cellular Therapies, Inc.*	10-Q (Exhibit 10.1)	11/9/2016	001-36274
10.6	Employment Agreement effective as of February 26, 2008 by and between Lawrence J. Hinline and Intra-Cellular Therapies, Inc.*	8-K (Exhibit 10.4)	9/5/2013	001-36274
10.7	Employment Agreement effective as of October 15, 2018 by and between Mark Neumann and Intra-Cellular Therapies, Inc.	10-K (Exhibit 10.9)	2/27/2019	001-36274
10.8	Employment Agreement effective as of September 12, 2018 by and between Suresh Durgam, M.D. and Intra-Cellular Therapies, Inc.*	10-K (Exhibit 10.8)	3/1/2022	001-36274
10.9	Employee Proprietary Information, Inventions, and Non-Competition Agreement effective as of September 1, 2003 by and between Sharon Mates, Ph.D. and Intra-Cellular Therapies, Inc.*	8-K (Exhibit 10.8)	9/5/2013	000-54896
10.10	Employee Proprietary Information, Inventions, and Non-Competition Agreement effective as of July 29, 2014 by and between Michael Halstead and Intra-Cellular Therapies, Inc.*	10-K (Exhibit 10.11)	3/12/2015	001-36274
10.11	Employee Proprietary Information, Inventions, and Non-Competition Agreement effective as of December 1, 2003 by and between Lawrence J. Hinline and Intra-Cellular Therapies, Inc.*	8-K (Exhibit 10.9)	9/5/2013	000-54896
10.12	Employee Proprietary Information, Inventions, Inventions, and Non-Competition Agreement effective as of December 10, 2018 by and between Mark Neumann and Intra-Cellular Therapies, Inc.*	10-K (Exhibit 10.16)	2/27/2019	001-36274
10.13	Employee Proprietary Information, Inventions, Inventions, and Non-Competition Agreement effective as of September 12, 2018 by and between Suresh Durgam, M.D. and Intra-Cellular Therapies, Inc.*	10-K (Exhibit 10.13)	3/1/2022	001-36274
10.14	Form of Indemnification Agreement by and between the Company and its directors and executive officers.*	8-K (Exhibit 10.13)	9/5/2013	000-54896
10.15	2003 Equity Incentive Plan, as amended.*	8-K (Exhibit 10.14)	9/5/2013	000-54896
10.16	Form of Stock Option Agreement under the 2003 Equity Incentive Plan, as amended.*	8-K (Exhibit 10.15)	9/5/2013	000-54896

10.17	Amended and Restated 2013 Equity Incentive Plan.*	8-K (Exhibit 10.1)	6/18/2015	001-36274
10.18	Form of Stock Option Agreement under the 2013 Equity Incentive Plan.*	10-K (Exhibit 10.19)	3/25/2014	001-36274
10.19	Amended and Restated 2018 Equity Incentive Plan.*	8-K (Exhibit 10.1)	5/28/2020	001-36274
10.20	Form of Stock Option Agreement under the 2018 Equity Incentive Plan.*	8-K (Exhibit 10.2)	6/21/2018	001-36274
10.21	Form of Director Stock Option Agreement under the 2018 Equity Incentive Plan.*	8-K (Exhibit 10.3)	6/21/2018	001-36274
10.22	Form of Restricted Stock Unit Agreement under the 2018 Equity Incentive Plan.*	8-K (Exhibit 10.4)	6/21/2018	001-36274

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference herein from Form or Schedule	Filing Date	SEC File/ Reg. Number
10.4	Employment Agreement effective as of February 26, 2008 by and between Sharon Mates, Ph.D. and Intra-Cellular Therapies, Inc.*		8-K (Exhibit 10.3)	9/5/2013	000-54896
10.5	.1 Employment Agreement effective as of August 3, 2015 by and between Michael I. Halstead and Intra-Cellular Therapies, Inc.*		10-Q (Exhibit 10.1)	11/5/2015	001-36274
	.2 Amendment No. 1 to Employment Agreement dated as of November 9, 2016 by and between Michael I. Halstead and Intra-Cellular Therapies, Inc.*		10-Q (Exhibit 10.1)	11/9/2016	001-36274
10.6	Offer Letter, dated as of August 2, 2024, by and between Sanjeev Narula and Intra-Cellular Therapies, Inc.*		8-K (Exhibit 10.1)	8/7/2024	001-36274
10.7	Employment Agreement effective as of August 12, 2024 by and between Sanjeev Narula and Intra-Cellular Therapies, Inc.*		10-K (Exhibit 10.2)	8/7/2024	001-36274
10.8	Employment Agreement effective as of October 15, 2018 by and between Mark Neumann and Intra-Cellular Therapies, Inc. *		10-K (Exhibit 10.9)	2/27/2019	001-36274
10.9	Employment Agreement effective as of September 12, 2018 by and between Suresh Durgam, M.D. and Intra-Cellular Therapies, Inc.*		10-K (Exhibit 10.8)	3/1/2022	001-36274

10.10	Form of Release replacing the version included in each executive officer employment agreement.*	10-Q (Exhibit 10.6)	10/30/2024	001-36274
10.11	Employment Agreement effective as of February 26, 2008 by and between Lawrence J. Hinline and Intra-Cellular Therapies, Inc.*	8-K (Exhibit 10.4)	9/5/2013	000-54896
10.12	Separation Agreement, dated as of August 2, 2024, by and between Intra-Cellular Therapies, Inc. and Lawrence J. Hinline*	8-K (Exhibit 10.4)	8/7/2024	001-36274
10.13	Consulting Agreement, dated as of August 2, 2024, by and between Intra-Cellular Therapies, Inc. and Lawrence J. Hinline*	8-K (Exhibit 10.5)	8/7/2024	001-36274
10.14	Form of Amended and Restated Employee Proprietary Information, Inventions, and Non-Competition Agreement of Intra-Cellular Therapies, Inc. with each executive officer*	10-Q (Exhibit 10.7)	10/30/2024	001-36274
10.15	Form of Indemnification Agreement by and between the Registrant and its directors and executive officers.*	8-K (Exhibit 10.13)	9/5/2013	000-54896
10.16	2003 Equity Incentive Plan, as amended.*	8-K (Exhibit 10.14)	9/5/2013	000-54896
10.17	Form of Stock Option Agreement under the 2003 Equity Incentive Plan, as amended.*	8-K (Exhibit 10.15)	9/5/2013	000-54896
10.18	Amended and Restated 2013 Equity Incentive Plan.*	8-K (Exhibit 10.1)	6/18/2015	001-36274
10.19	Form of Stock Option Agreement under the 2013 Equity Incentive Plan.*	10-K (Exhibit 10.19)	3/25/2014	001-36274
10.20	Amended and Restated 2018 Equity Incentive Plan.*	8-K (Exhibit 10.1)	6/18/2024	001-36274
10.21	Form of Stock Option Agreement under the 2018 Equity Incentive Plan.*	8-K (Exhibit 10.2)	6/21/2018	001-36274
10.22	Form of Director Stock Option Agreement under the 2018 Equity Incentive Plan.*	8-K (Exhibit 10.3)	6/21/2018	001-36274
10.23	Form of Restricted Stock Unit Agreement under the 2018 Equity Incentive Plan.*	8-K (Exhibit 10.4)	6/21/2018	001-36274

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Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference herein from Form or Schedule	Filing Date	SEC File/ Reg. Number
10.23 10.24	Form of Director Restricted Stock Unit Agreement under the 2018 Equity Incentive Plan.*		8-K (Exhibit 10.5)	6/21/2018	001-36274
10.24 10.25	Form of Stock Option Agreement under the Amended and Restated 2018 Equity Incentive Plan.*		10-Q (Exhibit 10.2)	8/10/2020	001-36274
10.25 10.26	Form of Director Stock Option Agreement under the Amended and Restated 2018 Equity Incentive Plan.*		10-Q (Exhibit 10.3)	8/10/2020	001-36274
10.26 10.27	Form of Restricted Stock Unit Agreement under the Amended and Restated 2018 Equity Incentive Plan.*		10-Q (Exhibit 10.4)	8/10/2020	001-36274
10.27 10.28	Form of Director Restricted Stock Unit Agreement under the Amended and Restated 2018 Equity Incentive Plan.*		10-Q (Exhibit 10.5)	8/10/2020	001-36274
10.28 10.29	Form of Stock Option Agreement under the Amended and Restated 2018 Equity Incentive Plan.*		S-8 (Exhibit 99.2)	6/25/2024	333-280463
10.30	Form of Director Stock Option Agreement under the Amended and Restated 2018 Equity Incentive Plan (electronic version).*		S-8 (Exhibit 99.3)	6/25/2024	333-280463
10.31	Form of Director Stock Option Agreement under the Amended and Restated 2018 Equity Incentive Plan.*		S-8 (Exhibit 99.4)	6/25/2024	333-280463
10.32	Form of Restricted Stock Unit Agreement under the Amended and Restated 2018 Equity Incentive Plan.*		S-8 (Exhibit 99.5)	6/25/2024	333-280463
10.33	Form of Director Restricted Stock Unit Agreement under the Amended and Restated 2018 Equity Plan (electronic version).*		S-8 (Exhibit 99.6)	6/25/2024	333-280463
10.34	Form of Director Restricted Stock Unit Agreement under the Amended and Restated 2018 Equity Plan.*		S-8 (Exhibit 99.7)	6/25/2024	333-280463
10.35	Form of Performance-Based Restricted Stock Unit Award Agreement under the Amended and Restated 2018 Equity Incentive Plan.*		10-Q (Exhibit 10.2)	5/7/2024	001-36274
10.36	Non-Employee Director Compensation Policy, as amended.*		10-Q (Exhibit 10.2) 10.1)	5/4/2023 7/2024	001-36274
10.29 10.37	Redemption Agreement dated as of August 29, 2013		8-K	9/5/2013	000-54896

		by and between the Registrant and NLBDIT 2010 Services, LLC.		(Exhibit 10.17)	
10.30	10.38	Indemnity Agreement dated as of August 29, 2013 by and among the Registrant, Intra-Cellular Therapies, Inc. and Samir N. Masri.		8-K (Exhibit 10.18)	9/5/2013 000-54896
10.31	10.39	Registration Rights Agreement dated as of August 29, 2013 by and among Intra-Cellular Therapies, Inc., the stockholders named therein and the Registrant.		8-K (Exhibit 10.19)	9/5/2013 000-54896
10.32	10.40	Intra-Cellular Therapies, Inc. 2019 Inducement Award Plan.*		10-K (Exhibit 10.32)	3/2/2020 001-36274
10.33	10.41	Form of Restricted Stock Unit Agreement under the 2019 Inducement Award Plan.*		10-K (Exhibit 10.33)	3/2/2020 001-36274
10.34	10.42	Form of Stock Option Agreement under the 2019 Inducement Award Plan.*		10-K (Exhibit 10.34)	3/2/2020 001-36274
10.35	19	Intra-Cellular Therapies, Inc. Clawback Policy. Insider Trading Policy, as amended.*	X		
21.1		Subsidiaries.		10-K (Exhibit 21.1)	3/1/2023 001-36274
23.1		Consent of Ernst & Young LLP.	X		
24.1		Power of Attorney (included on signature page to this Annual Report on Form 10-K)	X		
31.1		Certification of the Chief Executive Officer.	X		

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Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference herein from		SEC File/ Reg. Number
			Form or Schedule	Filing Date	
31.2	Certification of the Chief Financial Officer.	X			
32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	X			
97	Intra-Cellular Therapies, Inc. Clawback Policy. *		10-K (Exhibit 10.35)	2/22/2024	001-36274
101	.INS Inline XBRL Instance Document—the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.	X			
	.SCH Inline XBRL Taxonomy Extension Schema Document.	X			
	.CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document.	X			
	.DEF Inline XBRL Taxonomy Extension Definition.	X			
	.LAB Inline XBRL Taxonomy Extension Label Linkbase Document.	X			
	.PRE Inline XBRL Taxonomy Presentation Linkbase Document.	X			

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Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference herein from		SEC File/ Reg. Number
			Form or Schedule	Filing Date	
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).	X			

* Management contract or compensatory plan or arrangement.

** Certain confidential portions of this Exhibit were omitted by means of marking such portions with brackets (“[***]”) because the identified confidential portions (i) are not material and (ii) are the type of information that the Company treats as private or confidential.

*** Schedules (or similar attachments) have been omitted from this filing pursuant to Item 601(a)(5) of Regulations S-K. A copy of any omitted schedule will be furnished to the SEC upon request.

Item 16. FORM 10-K SUMMARY

Not applicable.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INTRA-CELLULAR THERAPIES, INC.

Date: February 22, 2024 February 21, 2025

By: /s/ Sharon Mates, Ph.D.

Sharon Mates, Ph.D.

Chairman President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose individual signature appears below hereby authorizes and appoints Sharon Mates, Ph.D. with full power of substitution and resubstitution and full power to act, as his or her true and lawful attorney-in-fact and agent to act in his or her name, place and stead and to execute in the name and on behalf of each person, individually and in each capacity stated below, and to file any and all amendments to this report and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing, ratifying and confirming all that said attorney-in-fact and agent or her substitute or substitutes may lawfully do or cause to be done by virtue thereof

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signatures	Title	Date
By: <u>/s/ Sharon Mates, Ph.D.</u> Sharon Mates, Ph.D.	Chairman President and Chief Executive Officer (principal executive officer)	February 22, 2024 21, 2025
By: <u>/s/ Lawrence J. HinlineSanjeev Narula</u> Lawrence J. Hinline Sanjeev Narula	Senior Executive Vice President, of Finance and Chief Financial Officer and Treasurer (principal financial officer and principal accounting officer)	February 22, 2024 21, 2025
By: <u>/s/ Joel S. Marcus</u> Joel S. Marcus	Director	February 22, 2024 21, 2025
By: <u>/s/ Rory B. Riggs</u> Rory B. Riggs	Director	February 22, 2024 21, 2025
By: <u>/s/ Eduardo Rene Salas</u> Eduardo Rene Salas	Director	February 22, 2024 21, 2025
By: <u>/s/ Robert L. Van Nostrand</u> Robert L. Van Nostrand	Director	February 22, 2024 21, 2025

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Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Intra-Cellular Therapies, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Intra-Cellular Therapies, Inc. and subsidiary (the Company) as of **December 31, 2023** **December 31, 2024** and **2022, 2023**, the related consolidated statements of operations, comprehensive loss, stockholders' equity and cash flows for each of the three years in the period ended **December 31, 2023** **December 31, 2024**, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at **December 31, 2023** **December 31, 2024** and **2022, 2023**, and the results of its operations and its cash flows for each of the three years in the period ended **December 31, 2023** **December 31, 2024**, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of **December 31, 2023** **December 31, 2024** based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated **February 22, 2024** **February 21, 2025** expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

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Clinical trial expenses

Description of the Matter

As described in Note 2 to the consolidated financial statements, at each consolidated balance sheet date, the Company recognizes research and development expenses, which include clinical trials, as the services are incurred. When recording the estimate of clinical trial costs incurred, the Company is required to evaluate the progress toward completion of contractually agreed upon tasks using subject enrollment, clinical site activations and other information provided to the Company by vendors. Since billings under the contracts with third parties may not coincide with costs incurred to date, the Company must apply significant judgment to determine the estimated expense and related balance sheet positions at period end.

Our principal consideration in evaluating this as a critical audit matter focused on certain phase 3 studies with active subject enrollment due to the significant contractual obligations and the high degree of subjectivity and estimation required of management to determine the costs incurred at period end.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Company's estimation of the clinical trial expenses, including the process of estimating the expenses incurred to date based on the progress of these phase 3 clinical trials. For example, we observed management's key review control which included quarterly interviews with clinical research organizations (CROs) and related documentation to support management's estimate of costs incurred at period end. We also tested controls over management's review of the clinical trial expense calculation including controls over the completeness and accuracy of data inputs.

To test the clinical trial expense for the applicable studies, we performed procedures that included, among others: 1) read each agreement and change order with the principal vendors supporting the applicable phase 3 clinical study, 2) evaluated the significant assumptions related to enrollment, patient costs and other components of the study budget used to develop the clinical trial expense estimates and calculated the amounts that were accrued or prepaid at the balance sheet date, 3) tested the completeness and accuracy of invoicing activity associated with the Company's contractual obligations, 4) confirmed with the CRO the work orders, change orders, enrollment data and invoicing activity included in management's calculation, 5) assessed the historical accuracy of estimates previously made by management.

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Reserves for variable consideration associated with Medicaid government and Managed Care payer rebates

Description of the Matter

As described in Note 2 to the consolidated financial statements, product sales are calculated based on the wholesale acquisition cost that the Company charges to distributors for CAPLYTA less variable consideration for which reserves are established to arrive at net product sales. Variable consideration includes estimates to record Medicaid government and Managed Care payer rebates that are recorded within Accrued accrued customer programs. programs on the consolidated balance sheets. These estimates involve the use of significant assumptions and judgements to arrive at the best estimate subject to the constraint associated with revenue recognition under ASC 606.

The principal considerations in our determination that this was a critical audit matter is how the significant assumptions and judgments create measurement uncertainty in developing the reserves for variable consideration to arrive at net product sales. These subjective assumptions and estimates include the estimated units of inventory in the distribution channel at period end, the assumption of the final payer class and the rebate percentage associated with this payer class. These estimates and assumptions were developed using internal and external sources to estimate product in the distribution channel, payer mix, prescription volumes and historical experience. In addition, for the Medicaid payer class, the rebates must also consider applicable government pricing requirements which required the involvement of a specialist due to the complex nature of calculations, and the inherent lag between initial estimate and the final settlement of amounts owed to the respective Medicaid programs.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Company's estimation of reserves for variable consideration under ASC 606 for Medicaid government and Managed Care payer rebates. For example, we tested controls over management's calculations for Medicaid government and Managed Care payer rebates which included a review of key inputs and assumptions such as the estimated units in the inventory channel at period end that have not reached a patient, prescription volume activity for CAPLYTA, the percentage distribution of the payer mix for those sales where the payer has not been identified and the rate applied to Medicaid and Managed Care payers. We tested management's controls related to the completeness and accuracy of key inputs, identification of and review of applicable agreements and the calculations supporting the estimates. To test the reserves for variable consideration associated with Medicaid government and Managed Care payer rebates, our audit procedures included, among others, examining the support for key inputs and assumptions and testing the calculations prepared by management. As part of our procedures, we considered changes in contractual terms, prescription trends, and review of actual payments under these arrangements.

Furthermore, to test the variable consideration associated with Medicaid government rebates, we involved our specialist to assist in the evaluation of government pricing inputs for Medicaid government rebates.

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Clinical trial expenses

Description of the Matter

As described in Note 2 to the consolidated financial statements, at each consolidated balance sheet date, the Company recognizes research and development expenses, which include clinical trials, as the services are incurred. When recording the estimate of clinical trial costs incurred, the Company is required to evaluate the progress toward completion of contractually agreed upon tasks using subject enrollment, clinical site activations and other information provided to the Company by vendors. Since billings under the contracts with third parties may not coincide with costs incurred to date, the Company must apply significant judgment to determine the estimated expense and related balance sheet positions at period end.

Our principal consideration in evaluating this as a critical audit matter focused on the Company's phase 2 and 3 studies with active subject enrollment due to the significant contractual obligations and the high degree of subjectivity and estimation required of management to determine the costs incurred at period end.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Company's estimation of the clinical trial expenses, including the process of estimating the expenses incurred to date based on the progress of these phase 2 and 3 clinical trials. For example, we observed management's key review control which included quarterly interviews with clinical research organizations (CROs) and related documentation to support management's estimate of costs incurred at period end. We also tested controls over management's review of the clinical trial expense calculation including controls over the completeness and accuracy of data inputs.

To test the clinical trial expense, we performed procedures over a sample of applicable studies, that included, among others: 1) read agreements and change orders with the principal vendors supporting the clinical studies, 2) evaluated the significant assumptions related to enrollment, patient costs and other components of the study budget used to develop the clinical trial expense estimates and calculated the amounts that were accrued or prepaid at the balance sheet date, 3) tested the completeness and accuracy of invoicing activity associated with the Company's contractual obligations, and 4) confirmed with the CRO the work orders, change orders, enrollment data and invoicing activity included in management's calculation.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2002.
Baltimore, Maryland
February 22, 2024 21, 2025

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Intra-Cellular Therapies, Inc. and Subsidiary		
Consolidated Balance Sheets (in thousands except share and per share amounts)		
	December 31, 2023	December 31, 2022
	December 31, 2024	December 31, 2023
Assets		
Current assets:		
Current assets:		
Current assets:		
Cash and cash equivalents		
Cash and cash equivalents		
Cash and cash equivalents		
Investment securities, available-for-sale		
Restricted cash		
Accounts receivable, net		
Inventory		
Prepaid expenses and other current assets		
Total current assets		
Property and equipment, net		
Right of use assets, net		
Inventory, non-current		
Other assets		
Total assets		
Liabilities and stockholders' equity	Liabilities and stockholders' equity	Liabilities and stockholders' equity

Current liabilities:	Current liabilities:	Current liabilities:
Accounts payable		
Accrued and other current liabilities		
Accrued customer programs		
Accrued employee benefits		
Operating lease liabilities		
Total current liabilities		
Operating lease liabilities, non-current		
Total liabilities		
Stockholders' equity:	Stockholders' equity:	Stockholders' equity:
Common stock, \$0.0001 par value: 175,000,000 shares authorized at December 31, 2023 and December 31, 2022, respectively; 96,379,811 and 94,829,794 shares issued and outstanding at December 31, 2023 and December 31, 2022, respectively		
Common stock, \$0.0001 par value: 175,000,000 shares authorized at December 31, 2024 and December 31, 2023, respectively; 106,240,009 and 96,379,811 shares issued and outstanding at December 31, 2024 and December 31, 2023, respectively		
Additional paid-in capital		
Accumulated deficit		
Accumulated comprehensive income (loss)		
Accumulated comprehensive income		
Total stockholders' equity		
Total liabilities and stockholders' equity		

See accompanying notes to consolidated financial statements.

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Intra-Cellular Therapies, Inc. and Subsidiary

Consolidated Statements of Operations (in thousands except share and per share amounts)

	Years Ended December 31,		
	2023	2022	2021
	2024	2023	2022
Revenues			
Product sales, net			

Product sales, net					
Product sales, net					
Grant revenue					
Total revenues, net					
Operating expenses:	Operating expenses:		Operating expenses:		
Cost of product sales					
Selling, general and administrative					
Research and development					
Total operating expenses					
Loss from operations					
Interest income					
Loss before provision for income taxes					
Income tax expense					
Net loss					
Net loss per common share:					
Basic & Diluted					
Basic & Diluted					
Basic & Diluted					
Weighted average number of common shares:					
Basic & Diluted					
Basic & Diluted					
Basic & Diluted	95,881,729	94,046,670	81,253,394	103,131,017	95,881,729 94,046,670

See accompanying notes to consolidated financial statements.

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Intra-Cellular Therapies, Inc. and Subsidiary
Consolidated Statements of Comprehensive Loss (in thousands)

Years Ended December 31,

2023 2022

2021

	2024	2023	2022
Net loss			
Other comprehensive income (loss):	Other comprehensive income (loss):	Other comprehensive income (loss):	
Unrealized gain (loss) on investment securities			
Comprehensive loss			

See accompanying notes to consolidated financial statements.

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Intra-Cellular Therapies, Inc. and Subsidiary											
Consolidated Statements of Stockholders' Equity (in thousands except share amounts)											
Common Stock	Common Stock	Additional Paid-in	Accumulated Deficit	Accumulated Comprehensive Income (Loss)	Total Stockholders' Equity	Common Stock	Additional Paid-in	Accumulated Deficit	Accumulated Comprehensive Income (Loss)	Total Stockholders' Equity	
Shares		Capital					Capital				
Balance at December 31, 2020											
Balance at December 31, 2020											
Balance at December 31, 2020											
Exercise of stock options and issuances of restricted stock											
Stock issued for services											
Share-based compensation											
Net loss											
Other comprehensive loss											
Balance at December 31, 2021											

Balance at December 31,
2021

Balance at
December 31,
2021

Common shares
issued January 7,
2022

Exercise of stock
options and
issuances of
restricted stock

Stock issued for
services

Share-based
compensation

Net loss

Other
comprehensive
loss

Balance at
December 31, 2022

Exercise of stock
options and
issuances of
restricted
stock

Stock issued for
services

Share-based
compensation

Net loss

Other
comprehensive
income

Balance at
December 31,
2023

Common shares
issued April
24, 2024

Exercise of stock options and issuances of restricted stock
Stock issued for services
Share-based compensation
Net loss
Other comprehensive income
Balance at December 31, 2024

See accompanying notes to consolidated financial statements.

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Intra-Cellular Therapies, Inc. and Subsidiary			
Consolidated Statements of Cash Flows (in thousands)			
	Years Ended December 31,		
	2023	2022	2021
	2024	2023	2022
Cash flows used in operating activities			
Net loss			
Net loss			
Net loss			
Adjustments to reconcile net loss to net cash used in operating activities:	Adjustments to reconcile net loss to net cash used in operating activities:	Adjustments to reconcile net loss to net cash used in operating activities:	Adjustments to reconcile net loss to net cash used in operating activities:
Depreciation			
Share-based compensation			
Stock issued for services			

Amortization of premiums and accretion of discounts on investment securities, net		
Changes in operating assets and liabilities:	Changes in operating assets and liabilities:	Changes in operating assets and liabilities:
Accounts receivable, net		
Inventory		
Prepaid expenses and other assets		
Accounts payable		
Accrued and other current liabilities		
Accrued customer programs		
Accrued employee benefits		
Lease liabilities, net		
Net cash used in operating activities		
Cash flows provided by (used in) investing activities		
Cash flows (used in) provided by investing activities		
Purchases of investments		
Maturities of investments		
Purchases of property and equipment		
Net cash provided by (used in) investing activities		
Net cash (used in) provided by investing activities		
Cash flows provided by financing activities	Cash flows provided by financing activities	Cash flows provided by financing activities
Proceeds of public offerings, net		
Proceeds from exercise of stock options		
Net cash provided by financing activities		
Net (decrease) increase in cash, cash equivalents, and restricted cash		
Net increase (decrease) in cash, cash equivalents, and restricted cash		
Cash, cash equivalents, and restricted cash at beginning of period		
Cash, cash equivalents, and restricted cash at end of period		
Cash paid for taxes		

Cash paid for taxes		
Cash paid for taxes		
Non-cash investing and financing activities	Non-cash investing and financing activities	Non-cash investing and financing activities

Right of use assets under operating leases

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the consolidated balance sheets that sum to the total of the same such amounts shown in the consolidated statements of cash flows:

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the consolidated balance sheets that sum to the total of the same such amounts shown in the consolidated statements of cash flows:

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the consolidated balance sheets that sum to the total of the same such amounts shown in the consolidated statements of cash flows:

Cash and cash equivalents
Cash and cash equivalents
Cash and cash equivalents
Restricted cash
Total cash, cash equivalents and restricted cash

See accompanying notes to consolidated financial statements.

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Intra-Cellular Therapies, Inc. and Subsidiary

Notes to Consolidated Financial Statements

December 31, 2023 2024

1. Organization

Intra-Cellular Therapies, Inc. (the “Company”), through its wholly-owned operating subsidiary, ITI, Inc. (“ITI”), is a biopharmaceutical company focused on the discovery, clinical development and commercialization of innovative, small molecule drugs that address underserved medical needs primarily in neuropsychiatric psychiatric and neurological disorders by targeting intracellular signaling mechanisms within the central nervous system (“CNS”). disorders. In December 2019, CAPLYTA® (lumateperone) was approved by the U.S. Food and Drug Administration (“FDA”) for the treatment of schizophrenia in adults (42 mg/day) and the Company initiated the commercial launch of CAPLYTA in March 2020. In December 2021, CAPLYTA was approved by the FDA for the treatment of bipolar depression in adults (42 mg/day) and the Company initiated the commercial launch of CAPLYTA for the treatment of bipolar depression. Additionally, in April 2022, the

FDA approved two additional dosage strengths of CAPLYTA, 10.5 mg and 21 mg capsules, to provide dosage recommendations for patients concomitantly taking strong or moderate CYP3A4 inhibitors, and 21 mg capsules for patients with moderate or severe hepatic impairment (Child-Pugh class B or C). The commercial launch of these special population doses occurred in August 2022. As used in these Notes to Consolidated Financial Statements, "CAPLYTA" refers to lumateperone approved by the FDA for the treatment of schizophrenia in adults and for the treatment of bipolar depression in adults, and "lumateperone" refers to, where applicable, CAPLYTA as well as lumateperone for the treatment of indications beyond schizophrenia and bipolar depression. Lumateperone is

In April 2024, the Company completed a public offering of common stock in Phase 3 clinical development which the Company sold 7,876,713 shares of common stock at a public offering price of \$73.00 per share for aggregate gross proceeds of \$575.0 million. After deducting underwriting discounts, commissions and offering expenses, the net proceeds to the Company were approximately \$543.1 million.

Agreement and Plan of Merger with Johnson & Johnson

On January 10, 2025, the Company entered into an Agreement and Plan of Merger (the "Merger Agreement"), with Johnson & Johnson, a New Jersey corporation ("Parent"), and Fleming Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent, ("Merger Sub"), pursuant to which, subject to the terms and conditions thereof, Merger Sub will merge with and into the Company (the "Merger"), with the Company surviving the Merger as a novel treatment for major depressive disorder, wholly owned subsidiary of Parent.

In order to further its commercial activities and research projects and support its collaborations, At the effective time of the Merger (the "Effective Time"), each share of common stock, par value \$0.0001 per share, of the Company may require additional financing until such time, if ever, ("common stock") issued and outstanding immediately prior to the Effective Time (other than certain shares of common stock to be canceled pursuant to the Merger Agreement and shares of common stock with respect to which appraisal rights have been properly and validly exercised) will automatically be converted into the right to receive an amount equal to \$132.00 per share in cash (the "Merger Consideration"), without interest thereon and less any applicable tax withholdings.

Consummation of the Merger is subject to customary closing conditions, including, without limitation, the absence of certain legal restraints preventing or otherwise making illegal the consummation of the Merger, no Company Material Adverse Effect (as defined in the Merger Agreement) having occurred since the signing of the Merger Agreement that revenue streams are sufficient is continuing as of immediately prior to generate consistent positive cash flow from operations, the Effective Time, the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act"), and the adoption of the Merger Agreement and approval of the Merger by the affirmative vote of the holders of a majority of the outstanding shares of common stock (the "Company Stockholder Approval"). The Company currently projects that its cash, cash equivalents expects the Merger and investments the other transactions contemplated by the Merger Agreement to close this year.

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The Merger Agreement contains certain termination rights for the Company and Parent. Subject to the terms and conditions of the Merger Agreement, the Company or Parent may terminate the Merger Agreement if the Merger is not consummated on or before July 10, 2025, which period may be extended automatically for two automatic six-month periods if at the end of the prior period, either of the conditions relating to approval of the Merger pursuant to the HSR Act or the absence of certain legal

restraints preventing or otherwise making illegal the consummation of the Merger (solely in respect of any antitrust law or order under any antitrust law) has not been satisfied (the "Termination Date"). Upon termination of the Merger Agreement, under specified circumstances, the Company will be sufficient required to fund operating expenses and working capital needs for at least one year from the date that these financial statements are filed with the Securities and Exchange Commission (the "SEC"). Possible sources pay Parent a termination fee of funds include public or private sales of the Company's equity securities, sales of debt or convertible debt securities, the incurrence of debt from commercial lenders, strategic collaborations, licensing a portion or all of the Company's products, product candidates and technology and, to a much lesser extent, grant funding. \$475.5 million.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements of Intra-Cellular Therapies, Inc. and its wholly-owned subsidiary have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States GAAP set forth in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB"). All intercompany accounts and transactions have been eliminated in consolidation. The Company currently operates in one operating segment. Operating segments are defined as components of an enterprise about which separate discrete information is available for the chief operating decision maker, or decision making group, in deciding how to allocate resources and assessing performance. The Company views its operations and manages its business in one segment, which is discovering, developing, and commercializing drugs primarily for the treatment of neurological and psychiatric disorders.

Certain amounts in the consolidated financial statements and associated notes may not add due to rounding. All percentages have been calculated using unrounded amounts.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Although actual results could differ from those estimates, management does not believe that such differences would be material.

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Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less from the date of purchase to be cash equivalents. Cash and cash equivalents consist of checking accounts, money market accounts, money market funds, and certificates of deposit with a maturity date of three months or less. The carrying values of cash and cash equivalents approximate the fair market value. Certificates of deposit, commercial paper, corporate notes and corporate bonds with an original maturity date of more than three months are classified separately on the consolidated balance sheets.

Investment Securities

Investment securities may consist of investments in U.S. Treasuries, various U.S. governmental agency debt securities, corporate bonds, certificates of deposit, and other fixed income securities with an average maturity of approximately twelve

months or less. Management classifies the Company's investments as available-for-sale. Such securities are carried at estimated fair value, with any unrealized holding gains or losses reported, net of any tax effects reported, as accumulated other comprehensive income (loss), which is a separate component of stockholders' equity. Realized gains and losses and declines in value judged to be other-than-temporary, if any, are included in the consolidated statement of operations. A decline in the market value of any available-for-sale security below cost that is deemed to be other-than-temporary results in a reduction in fair value, which is charged to earnings in that period, and a new cost basis for the security is established. Dividend and interest income are recognized as interest income on the consolidated statements of operations when earned. The cost of securities sold is calculated using the specific identification method.

The Company monitors its investment portfolio for overall risk, specifically credit loss, quarterly or more frequently if circumstances warrant. The Company has estimated the expected credit loss over the lifetime of the asset and has determined an allowance for credit losses is not material with respect to the investment portfolio.

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Fair Value Measurements

The Company applies the fair value method under ASC Topic 820, *Fair Value Measurement*. ASC Topic 820 defines fair value, establishes a fair value hierarchy for assets and liabilities measured at fair value and requires expanded disclosures about fair value measurements. The ASC Topic 820 hierarchy ranks the quality and reliability of inputs, or assumptions, used in the determination of fair value and requires assets and liabilities carried at fair value to be classified and disclosed in one of the following categories based on the lowest level input used that is significant to a particular fair value measurement:

- Level 1—Fair value is determined by using unadjusted quoted prices that are available in active markets for identical assets and liabilities.
- Level 2—Fair value is determined by using inputs other than Level 1 quoted prices that are directly or indirectly observable. Inputs can include quoted prices for similar assets and liabilities in active markets or quoted prices for identical assets and liabilities in inactive markets. Related inputs can also include those used in valuation or other pricing models, such as interest rates and yield curves that can be corroborated by observable market data.
- Level 3—Fair value is determined by inputs that are unobservable and not corroborated by market data. Use of these inputs involves significant and subjective judgments to be made by a reporting entity—e.g., determining an appropriate adjustment to a discount factor for illiquidity associated with a given security.

The Company evaluates financial assets and liabilities subject to fair value measurements on a recurring basis to determine the appropriate level at which to classify them each reporting period. This determination requires the Company to make subjective judgments as to the significance of inputs used in determining fair value and where such inputs lie within the ASC Topic 820 hierarchy.

Financial Instruments

The Company considers the recorded costs of its financial assets and liabilities, which consist of cash equivalents, restricted cash, accounts receivable, prepaid expenses, right of use asset, net, other assets, accounts payable, accrued liabilities, accrued customer programs, accrued employee benefits, and operating lease liabilities to approximate their fair value because of their relatively short maturities at **December 31, 2023**, **December 31, 2024** and **2022, 2023**. Management believes that the

risks associated with the Company's financial instruments are minimal as the counterparties are various corporations, financial institutions and government agencies of high credit standing.

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Restricted Cash

Restricted cash is collateral used under the letter of credit arrangement for the Company's vehicle lease agreement (see Note 7). The Company adopted ASU No. 2016-18, *Restricted Cash* ("ASU 2016-18") and includes restricted cash balances within the cash, cash equivalents and restricted cash balance on the statement of cash flows.

Accounts Receivable, net

The Company's accounts receivable **arise arises** from product sales and are recorded net of allowances for returns, distribution fees, chargebacks, and prompt pay discounts.

The Company monitors the financial performance and creditworthiness of its customers so that it can respond to changes in the customers' credit profiles. The Company reserves against accounts receivable for estimated losses that may arise from a customer's inability to pay and any amounts determined to be uncollectible are written off against the reserve when it is probable that the receivable will not be collected. The reserve amount for estimated collectability losses was not significant as of **December 31, 2023** **December 31, 2024** and **2022, 2023**.

The Company estimates expected credit losses of its accounts receivable by assessing the risk of loss based on available relevant information. Historically, **we have the Company has** not experienced credit losses on **our its** accounts receivable. As of **December 31, 2023** **December 31, 2024** and **2022, our 2023**, the Company's credit loss reserve on receivables was not significant.

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Concentration of Credit Risk

Financial instruments which potentially subject the Company to concentrations of credit risk consist of accounts receivable, net from customers and cash, cash equivalents and investments held at financial institutions. For the years ended **December 31, 2023** **December 31, 2024** and **2022, 2023**, 98% and 97%, **respectively**, of product sales were generated from three major industry wholesalers.

Three individual customers accounted for approximately **32%, 28%, and 38% and 36%, 32%, and 29% and 39%, 30%, and 28%** of product sales for the years ended **December 31, 2023** **December 31, 2024** and **2022, 2023**, respectively. As of **December 31, 2023** **December 31, 2024**, the Company believes that these customers are of high credit quality.

Cash equivalents are held with major financial institutions in the United States. Certificates of deposit, cash and cash equivalents held with banks may exceed the amount of insurance provided on such deposits. Generally, these deposits may be

redeemed upon demand and, therefore, bear minimal risk.

Inventory

The Company values its inventories at the lower of cost or estimated net realizable value. The Company determines the cost of its inventories, which includes amounts related to direct materials, production costs, and manufacturing overhead, on a first-in,first-out ("FIFO") basis. The Company performs an assessment of the recoverability of capitalized inventory during each reporting period, and it writes down any excess and obsolete inventories to their estimated net realizable value in the period in which the impairment is first identified. Such impairment charges, if they occur, are recorded within cost of product sales.

The Company capitalizes inventory costs associated with the Company's products when, based on management's judgment, future commercialization is considered probable and the future economic benefit is expected to be realized typically after regulatory approval. Inventory acquired and manufactured prior to regulatory approval of a product candidate is expensed as research and development expense as incurred. Inventory that can be used in either the production of clinical or commercial product is expensed as research and development expense when selected for use in a clinical manufacturing campaign. Inventory that is used in the production of sample product is reclassified to prepaid and other current assets and is then expensed to selling, general and administrative expenses when the sample product is distributed.

The Company analyzes its inventory based on the stage of production and classifies work in process and finished goods as current assets. Raw materials **includes include** the active pharmaceutical ingredients ("API") and any related intermediate compounds. The raw material supply exceeds 12 months of current operating requirements and is recorded as inventory, non-current on the consolidated balance sheet.

Shipping and handling costs for product shipments to customers are recorded as part of cost of product sales along with costs associated with manufacturing the product, and any inventory write-downs.

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Based on contractual terms, the Company has made advances on API production campaigns. Deposits related to production campaigns when delivery is expected within the next 12-month period from the balance sheet date are included in prepaid and other current assets on the consolidated balance sheets and if delivery is expected beyond the next 12-month period from the balance sheet date are included in other assets on the consolidated balance sheets.

Property and Equipment

Property and equipment is stated at cost and depreciated on a straight-line basis over estimated useful lives ranging from three to five years. Leasehold improvements are amortized using the straight-line method over the shorter of the estimated useful life of the assets or the term of the related lease. Expenditures for maintenance and repairs are charged to operations as incurred.

When indicators of possible impairment are identified, the Company evaluates the recoverability of the carrying value of its long-lived assets based on the criteria established in ASC Topic 360, *Property, Plant and Equipment*. The Company considers historical performance and anticipated future results in its evaluation of potential impairment. The Company evaluates the carrying value of those assets in relation to the operating performance of the business and undiscounted cash flows expected to result from the use of those assets. Impairment losses are recognized when carrying value exceeds the undiscounted cash

flows, in the amount by which the carrying value exceeds the fair value of the underlying asset. No such impairment losses have been recognized to date.

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Leases

In accordance with ASC Topic 842, *Leases*, the Company made an accounting policy election to keep leases with an initial term of 12 months or less off of the consolidated balance sheets. The Company also elected the lessee component election, allowing the Company to account for the lease and non-lease components as a single lease component.

To determine whether a contract contains a lease, asset and service agreements are assessed at onset and upon modification for criteria of specifically identified assets, control and economic benefit. Payments for identified leases are recognized in the consolidated statements of operations on a straight-line basis over the lease term. The Company uses the rate implicit in the contract whenever possible when determining the applicable discount rate. As the majority of the Company's leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at the lease commencement date in determining the present value of lease payments.

Revenue Recognition

In accordance with ASC Topic 606, *Revenue from contracts with customers*, the Company recognizes revenue when the customer obtains control of a promised good or service, in an amount that reflects the consideration that the Company expects to receive in exchange for the good or service.

To determine revenue recognition for arrangements that the Company determines are within the scope of ASC Topic 606, the Company performs the following five steps: (i) identify the contract(s) with a customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract, and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The Company only applies the five-step model to arrangements that meet the definition of a contract under ASC Topic 606, including when it is probable that the Company will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer.

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Product Sales, net

To date, the Company's only source of product sales has been from sales of CAPLYTA in the United States, which the Company began shipping to customers in March 2020. The Company sells CAPLYTA to a limited number of customers which include national and regional distributors. These customers subsequently resell the Company's products to retail pharmacies, specialty pharmacy providers, and certain medical centers or hospitals. In addition to distribution agreements with customers, the Company enters into arrangements with health care providers and payers that obligate the Company to have government mandated and/or privately negotiated rebates, chargebacks, and discounts with respect to the purchase of the Company's

products. The Company also voluntarily offers patient assistance programs which are intended to provide financial assistance to qualified commercially-insured patients. The Company recognizes revenue on product sales when the customer obtains control of the Company's product, which occurs upon delivery. Product revenues are recorded net of applicable reserves for the sales obligations that are considered variable consideration, including rebates, discounts and allowances, among others.

Reserves for Variable Consideration

The Company recognizes revenue from product sales at the net sales price (the "transaction price") which includes the wholesale acquisition cost that the Company charges to its customers less variable consideration for which reserves are established. Components of variable consideration may include trade discounts and allowances, product returns, chargebacks, government and payer rebates, and patient assistance. The amount of variable consideration may be constrained and is included in the net sales price only to the extent that it is probable that a significant reversal in the amount of the cumulative revenue recognized under the contract will not occur in a future period. Actual amounts of consideration ultimately received may differ from the Company's estimates. If actual results in the future vary from the Company's estimates, the Company will adjust these estimates, which would affect net product sales and earnings in the period of the adjustment.

The provision for rebates, discounts, and other incentives is based on expected patient usage, as well as inventory levels in the distribution channel to determine the contractual obligations to the benefit providers. Additionally, sales are generally made with a limited right of return under certain conditions. Revenue is recorded net of provisions for rebates, discounts, and other incentives and returns, which are established at the time of sale. The Company uses payer mix utilization data, changes to product price, government pricing calculations and prior payment history in order to estimate the variable consideration.

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Trade Discounts and Allowances— The Company generally provides customers with discounts which include incentive fees that are explicitly stated in the Company's contracts and are recorded as a reduction of revenue in the period the related product revenue is recognized. In addition, the Company compensates (through trade discounts and allowances) its customers for sales order management, data, and distribution services. The Company has determined such services received to date are not distinct from the Company's sale of products to the customer and, therefore, these payments have been recorded as a reduction to revenue and accounts receivable, net on the consolidated balance sheets.

Product Returns— The Company offers customers a limited right of return for product that has been purchased based on the product's expiration date, such right lapses upon patient's receipt of product. The Company estimates the amount of its product sales that may be returned by its customers and records this estimate as a reduction of revenue in the period the related product revenue is recognized, as well as accounts receivable, net on the consolidated balance sheets. The Company currently estimates product return liabilities primarily using its own sales returns experience and, when appropriate, benchmarking data for similar products and industry experience.

Chargebacks— Chargebacks represent the estimated obligations resulting from contractual commitments to sell products to qualified healthcare providers at prices lower than the list prices charged to customers who purchase the product directly from the Company. These reserves are established in the same period that the related revenue is recognized, resulting in a reduction of product revenue and accounts receivable, net. Chargeback amounts are determined at the time of resale to the qualified healthcare provider by customers. Reserves for chargebacks consist of credits that the Company expects to issue for

units that remain in the distribution channel inventories at the end of each reporting period, and chargebacks that customers have claimed, but for which the Company has not yet issued a credit.

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Government and Payer Rebates— The Company is liable for rebates that apply to Medicaid, managed care and private payer organizations, primarily insurance companies and pharmacy benefit managers. Rebates are amounts owed after the final dispensing of the product to a benefit plan participant and are based upon contractual agreements with, or statutory requirements pertaining to, Medicaid, and Medicare or commercial benefit providers. The allowance for rebates is based on statutory discount rates or contractual percentages, estimated payer mix, and expected utilization. The Company's estimates for expected utilization of rebates are based on historical and current data since product launch. The Company's liability for these rebates consists of invoices received for claims from prior periods that have not been paid or for which an invoice has not yet been received, estimates of claims for the current period, and estimated future claims that will be made for product that has been recognized as revenue, but remains in the distribution channel inventories at the end of each reporting period. The Company estimates these rebates and records such estimates in the same period the related revenue is recognized and, records a reserve in accrued customer programs on the consolidated balance sheets.

Patient Assistance— The Company offers programs such as the co-pay assistance and voucher programs, which are intended to provide financial assistance to eligible patients with prescription drug co-payments required by payers. The calculation of the accrual for co-pay assistance and voucher programs is based on monthly claims activity as well as estimated claims related to product in the distribution channel and the estimated cost per claim based on historical activity. The Company records a reserve in accrued customer programs on the consolidated balance sheets.

Cost of Product Sales

Our The Company's cost of product sales relates to sales of CAPLYTA. Cost of product sales primarily includes product royalty fees, and direct costs (inclusive of material and manufacturing costs), and overhead.

For the product royalty fees, the Company entered into an exclusive License Agreement with Bristol-Myers Squibb Company ("BMS"), for which the Company is obliged to make tiered single digit percentage royalty payments ranging between 5-9% on sales of licensed products. The related royalties are recorded within cost of product sales on the consolidated statements of operations.

Prior to the FDA approval of CAPLYTA, the Company expensed all costs associated with the manufacturing of lumateperone as part of research and development expenses. The cost of product sales in the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021 2022 are lower than incurred because of previously expensed inventory.

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Research and Development Expenses

Research and development costs primarily consist of external costs for contract services, such as pre-clinical testing, manufacturing and related testing, clinical trial activities; and internal recurring costs for labor salaries, share-based compensation and benefits, facilities related benefit costs and other other costs. The Company recognizes research and development expenses as the services are work is incurred.

The Company has entered into various research and development contracts with clinical research organizations and other companies both inside and outside of the U.S. These agreements are generally cancellable. At the end of each financial reporting period, the Company records expenses incurred to date related to these agreements and recognizes accruals or prepaid expenses, as appropriate. These accruals or prepaid expenses occur when billing terms under these contracts do not coincide with the timing of when the work is performed. Estimates are based on a number of factors, including the Company's knowledge of the progress towards completion of the research and development activities, communication from the clinical research organizations or other companies of any actual costs incurred during the period that have not yet been invoiced, the costs included in the contracts, and invoicing to date under the contracts. Significant judgments and estimates are made in determining the accrued or prepaid balances at the end of any reporting period. Actual results could differ from the estimates made by the Company. The historical estimates made by the Company have not been materially different from the actual costs.

Advertising Expense

Advertising costs are expensed when services are rendered. The Company incurred \$92.2 million \$101.2 million, \$85.8 million \$92.2 million and \$82.5 million \$85.8 million in advertising expenses during the years ended December 31, 2023 December 31, 2024, 2022, 2023, and 2021, 2022, respectively, related to its marketed product, CAPLYTA.

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Income Taxes

Income taxes are accounted for using the liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. bases and operating loss carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Valuation allowances are established when necessary to reduce net deferred tax assets to the amount expected to be realized. In evaluating the need for a valuation allowance, the Company takes into account various factors, including the expected level of future taxable income and available tax planning strategies. If actual results differ from the assumptions made in the evaluation of a valuation allowance, the Company records a change in valuation allowance through income tax expense in the period such determination is made.

Income tax expense is the tax payable for the period and the change during the period in deferred tax assets and liabilities.

The Company accounts for uncertain tax positions pursuant to ASC Topic 740, *Income Taxes*. Financial statement recognition of a tax position taken or expected to be taken in a tax return is determined based on a more-likely-than-not threshold of that

position being sustained. If the tax position meets this threshold, the benefit to be recognized is measured as the tax benefit having the highest likelihood of being realized upon ultimate settlement with the taxing authority. The Company recognizes interest accrued related to unrecognized tax benefits and penalties in the provision for income taxes.

The Company's effective tax rate for the years ended **December 31, 2023**, **December 31, 2024**, **2022** and **2021** was approximately **(0.5)**, **(0.6)**%, **0%** and **(0.5)**%, respectively. This effective tax rate is substantially lower than the U.S. statutory rate of 21% due to valuation allowances recorded on current year losses where the Company is not more likely than not to recognize a future tax benefit.

On August 9, 2022, the United States enacted the CHIPS and Science Act which provides an investment tax credit for 25% of qualified investments primarily used for manufacturing of semiconductors and related equipment in the U.S. On August 16, 2022, the United States enacted the Inflation Reduction Act ("IRA") which includes a provision for a 15% corporate alternative minimum tax on companies with average annual adjusted financial statement income over \$1 billion effective for tax years ending after December 31, 2022. The Company reviewed the provisions and there was not a material tax impact on its financial statements for the years ended **December 31, 2023**, **December 31, 2024** and **2022**.

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On December 31, 2022, ITI Limited, **our** wholly-owned Bermuda subsidiary, was merged into Intra-Cellular Therapies, Inc., a Delaware corporation. The intellectual property rights associated with lumateperone were transferred to the Delaware corporation as a result of this merger. This merger and the subsequent liquidation of ITI Limited does not have any material impact from a U.S. or Bermuda income tax perspective.

Comprehensive Loss

All components of comprehensive loss, including net loss, are reported in the financial statements in the period in which they are incurred. Comprehensive loss is defined as the change in equity of a business enterprise during a period from transactions and other events and circumstances from non-owner sources. In accordance with accounting guidance, the Company presents the impact of any unrealized gains or losses on its investment securities in a separate statement of comprehensive loss for each period.

Share-Based Compensation

Share-based payments are accounted for in accordance with the provisions of ASC Topic 718, *Compensation—Stock Compensation*. **For all awards granted with time-based vesting conditions, expense is amortized using the straight-line attribution method. Share-based compensation expense recognized in the statements of operations for the years ended December 31, 2024, 2023 and 2022 accounts for forfeitures as they occur.**

The fair value of share-based payments related to stock options is estimated, on the date of grant, using the Black-Scholes-Merton option-pricing model (the "Black-Scholes Model"). The resulting fair value is recognized ratably over the requisite service period, which is generally the vesting period of the option.

For all awards granted with time-based vesting conditions, expense is amortized using the straight-line attribution method. Share-based compensation expense recognized in the statements of operations for the years ended December 31, 2023, 2022 and 2021 accounts for forfeitures as they occur.

The Company utilizes the Black-Scholes Model for estimating fair value of its stock options granted. Option valuation models, including the Black-Scholes Model, require the input of subjective assumptions, and changes in the assumptions used can materially affect the grant date fair value of an award. These assumptions include the risk-free rate of interest, expected dividend yield, expected volatility and the expected life of the award.

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The expected volatility rates are based entirely on the historical volatility of the Company's common stock. The expected life of stock options is the period of time for which the stock options are expected to be outstanding. Given the limited historical exercise data, the expected life is determined using the "simplified method," which defines expected life as the midpoint between the vesting date and the end of the contractual term.

The risk-free interest rates are based on the U.S. Treasury yield for a period consistent with the expected term of the option in effect at the time of the grant. The Company has not paid dividends to its stockholders since its inception and does not plan to pay cash dividends in the foreseeable future. Therefore, the Company has assumed an expected dividend rate of zero. For stock options granted, the exercise price was determined by using the closing market price of the Company's common stock on the date of grant.

A restricted stock unit ("RSU") is a stock award that entitles the holder to receive shares of the Company's common stock as the award vests. The fair value of each RSU is based on the fair market value of the Company's common stock on the date of grant. In each fiscal year beginning in 2016, the Company has granted RSUs that vest in three equal annual installments provided that the employee remains employed with the Company. The Company grants select employees performance based RSUs which vest upon the Compensation Committee's approval at the end of the three year service period based on the achievement of select performance milestones and comparative shareholder returns against the Company's peers.

The cumulative amount of compensation cost recognized for instruments classified as equity that ordinarily would result in a future tax deduction under existing tax law is considered to be a deductible difference in applying ASC Topic 740, *Income Taxes*. The deductible temporary difference is based on the compensation cost recognized for financial reporting purposes; however, these provisions currently do not impact the Company, as all the deferred tax assets have a full valuation allowance.

Equity instruments issued to non-employees for services are accounted for under the provisions of ASC Topic 718 and ASC Topic 505-50, *Equity/Equity-Based Payments to Non-Employees*. Accordingly, the estimated fair value of the equity instrument is recorded on the earlier of the performance commitment date or the date the required services are completed and are marked to market during the service period.

In 2020, 2024, the Company's stockholders approved the Company's 2018 Amended and Restated Equity Incentive Plan (the "Amended 2018 Plan") pursuant to which 6,500,000 5,000,000 additional shares of common stock were reserved for future equity grants. In December 2019, the Company adopted the 2019 Inducement Award Plan (the "2019 Inducement Plan") for the grant of equity awards of up to 1,000,000 shares of common stock to newly hired employees. In April 2024, the Board of Directors approved the termination of the 2019 Inducement Plan.

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Loss Per Share

Basic net loss per common share is determined by dividing the net loss by the weighted-average number of common shares outstanding during the period, without consideration of common stock equivalents. Diluted net loss per share is computed by dividing the net loss by the weighted-average number of common stock equivalents outstanding for the period. The treasury stock method is used to determine the dilutive effect of the Company's stock option grants and RSUs.

Foreign Currency Translation

Expenses denominated in foreign currency are translated into U.S. dollars at the exchange rate on the date the expense is incurred. Assets and liabilities of foreign operations are translated at period-end exchange rates. The effect of exchange rate fluctuations on translating foreign currency into U.S. dollars is included in the statements of operations and is not material to the Company's financial statements.

Recently Issued Accounting Standards

New Accounting Standards or Updates Adopted

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): *Improvements to Reportable Segment Disclosures*, requiring public entities to disclose information about their reportable segments' significant expenses and other segment items on an interim and annual basis. Public entities with a single reportable segment are also required to apply the disclosure requirements. The standard is effective for annual reporting periods beginning after December 15, 2023, and for interim reporting periods beginning January 1, 2025, with early adoption permitted. The Company **considers** adopted this pronouncement for the **applicability** year ended December 31, 2024 and included additional disclosure regarding segments in Note 12.

New Accounting Standards or Updates Not Yet Adopted

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): *Improvements to Income Tax Disclosures*. This new guidance is designed to enhance the transparency and decision usefulness of income tax disclosures. The amendments of this update are related to the rate reconciliation and income taxes paid, requiring consistent categories and greater disaggregation of information in the rate reconciliation as well as income taxes paid disaggregated by jurisdiction. This standard is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the potential impact of any recent ASU issued by the FASB. Based that this new standard will have on **our** assessment, there are no recent accounting pronouncements that have or are expected to have a material impact on the **Company's** its consolidated financial statements **or** and related disclosures.

In November 2024, the FASB issued ASU 2024-03, Income Statement- Reporting Comprehensive Income (Topic 220): *Expense Disaggregation Disclosures*, designed to improve financial reporting by requiring public business entities to disclose additional information about specific expense categories in the notes to financial statements at interim and annual reporting periods, including amounts and qualitative descriptions of inventory purchases, employee compensation, depreciation and intangible asset amortization, among other requirements. The standard is effective for annual reporting periods beginning after December 15, 2026, and for interim reporting periods beginning after December 15, 2027, on a prospective basis. Early adoption is permitted. The Company is currently evaluating the potential impact that this new standard will have on its consolidated financial statements and related disclosures.

investments with unrealized losses was \$165.2 million. \$70.1 million of the aggregate fair value of investments with unrealized losses as of December 31, 2023 has been held in a continuous unrealized loss position for over 12 months, with the remaining \$95.1 million held in a continuous unrealized loss position for less than 12 months. As of December 31, 2023, \$60.0 million of the certificates of deposit and \$2.5 million of the U.S. Government Agency Securities balance are listed as cash equivalents. As of December 31, 2022, the aggregate related fair value of investments with unrealized losses was \$438.3 million. \$49.1 million of the aggregate fair value of investments with unrealized losses as of December 31, 2022 has been held in a continuous unrealized loss position for over than 12 months, with the remaining \$389.2 million \$95.1 million held in a continuous unrealized loss position for less than 12 months.

The Company reviewed all of the investments which were in a loss position at the respective balance sheet dates, as well as the remainder of the portfolio. The Company has analyzed the unrealized losses portfolio and determined that market conditions were the primary factor driving these changes. changes in unrealized losses. After analyzing the securities in an unrealized loss position, the portion of these losses that relate to changes in credit quality is insignificant. The Company does not intend to sell these securities, nor is it more likely than not that the Company will be required to sell them prior to the end of their contractual terms. Furthermore, the Company does not believe that these securities expose the Company to undue market risk or counterparty credit risk.

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4. Fair Value Measurements

The Company has no assets or liabilities that were measured for using prices with significant unobservable inputs (Level 3 assets and liabilities) as of December 31, 2023 December 31, 2024 and 2022. 2023. The carrying value of cash held in money market funds of approximately \$193.5 million as of December 31, 2024 and \$10.7 million as of December 31, 2023 and \$12.2 million as of December 31, 2022 is included in cash and cash equivalents and approximates market value based on quoted market price or Level 1 inputs. The carrying value of cash held in U.S. Government Agency Securities of \$2.5 million and certificates of deposit of \$60.0 million as of December 31, 2023 are included in cash and cash equivalents. The carrying value of cash held in commercial paper of approximately \$14.9 million, U.S. Government Agency Securities of \$20.5 \$2.5 million, and certificates of deposit of \$7.5 \$60.0 million as of December 31, 2022 December 31, 2023 are included in cash and cash equivalents.

The fair value measurements of the Company’s cash equivalents and available-for-sale investment securities are identified in the following tables (in thousands):

	Fair Value Measurements at			
	Reporting Date Using			
	Quoted Prices			
	in Active		Significant	
	Markets for		Other	Significant
	Identical	Observable	Unobservable	
	Assets	Inputs	Inputs	
	(Level 1)	(Level 2)	(Level 3)	
December 31,				
2024				
Money Market Funds	\$ 193,522	\$ 193,522	\$ —	\$ —

U.S. Government Agency Securities	257,953	—	257,953	—
Certificates of Deposit	60,000	—	60,000	—
Commercial Paper	39,666	—	39,666	—
Corporate Notes/Bonds	336,499	—	336,499	—
	<u>\$ 887,640</u>	<u>\$ 193,522</u>	<u>\$ 694,118</u>	<u>\$ —</u>

Fair Value Measurements at
Reporting Date Using

		Quoted Prices		
		in Active	Significant	
		Markets for	Other	Significant
		Identical	Observable	Unobservable
	December 31,	Assets	Inputs	Inputs
	2023	(Level 1)	(Level 2)	(Level 3)
Money Market Funds	\$ 10,698	\$ 10,698	\$ —	\$ —
U.S. Government Agency Securities	150,595	—	150,595	—
FDIC Certificates of Deposit	4,400	—	4,400	—
Certificates of Deposit	60,000	—	60,000	—
Commercial Paper	78,642	—	78,642	—
Corporate Notes/Bonds	119,037	—	119,037	—
	<u>\$ 423,372</u>	<u>\$ 10,698</u>	<u>\$ 412,674</u>	<u>\$ —</u>

Fair Value Measurements at
Reporting Date Using

		Quoted Prices		
		in Active	Significant	
		Markets for	Other	Significant
		Identical	Observable	Unobservable
	December 31,	Assets	Inputs	Inputs
	2022	(Level 1)	(Level 2)	(Level 3)
Money Market Funds	\$ 12,203	\$ 12,203	\$ —	\$ —
U.S. Government Agency Securities	186,750	—	186,750	—
FDIC Certificates of Deposit	4,086	—	4,086	—
Certificates of Deposit	7,500	—	7,500	—
Commercial Paper	100,445	—	100,445	—
Corporate Notes/Bonds	187,448	—	187,448	—
	<u>\$ 498,432</u>	<u>\$ 12,203</u>	<u>\$ 486,229</u>	<u>\$ —</u>

5. Inventory

Inventory consists of the following (in thousands):

	December 31, 2023	December 31, 2022
	December 31, 2024	December 31, 2023
Raw materials		
Work in process		
Finished goods		
Total		
Less: Current portion		
Total inventory, non-current		

As of December 31, 2023 December 31, 2024 and 2022, 2023, the Company has recorded \$0 and \$7.7 million, and \$0, respectively, recorded in inventory on the consolidated balance sheets which is subject to supplemental regulatory procedures but believes it is probable that it has future economic benefit.

6. Prepaid and Other Assets

Prepaid expenses and other assets consists of the following (in thousands):

	December 31, 2023	December 31, 2022
	December 31, 2024	December 31, 2023
Prepaid operating expenses, non-clinical		
Production campaign deposits		
Clinical trial advances		
Prepaid operating expenses		
Prefunded customer programs		
Total		
Less: Current portion		
Total other assets		

7. Right of Use Assets and Lease Liabilities

In 2014, the Company entered into a long-term lease with a related party which, as amended, provided for a lease of useable laboratory and office space located in New York, New York. A member of the Company's board of directors is the Executive

Chairman of the parent company to the landlord under this lease. Concurrent with this lease, the Company entered into a license agreement to occupy certain vivarium-related space in the same facility for the same term and rent escalation provisions as the lease. This license has the primary characteristics of a lease and is characterized as a lease in accordance with ASU No. 2016-02, Topic 842, Leases, for accounting purposes. In September 2018, the Company further amended the lease to obtain an additional office space beginning October 1, 2018 and to extend the term of the lease for previously acquired space. The lease, as amended, has a term of 14.3 years ending in May 2029. In addition to the New York space, in May 2024, the Company entered into a long-term lease of office space in Bedminster, New Jersey which has subsequently become the Company headquarters. The lease has a term of 5.7 years ending in January 2030.

The Company has also entered into an agreement agreements (the "Vehicle Lease" Leases") with a company two companies (the "Lessor" Lessors") to acquire motor vehicles for certain employees. The Vehicle Lease provides Leases provide for individual leases for the vehicles, which at each lease commencement was determined to qualify for operating lease treatment. The contractual period of each lease is 12 months, followed by month-to-month renewal periods. The Company estimates the lease term for each vehicle to be 12 months. Leases which the Company determined to have a lease term of 12 months or less will be treated as short-term in accordance with the accounting policy election and are not recognized on the balance sheet. Each lease permits either party to terminate the lease at any time via written notice to the other party. The Company neither acquires ownership of, nor has the option to purchase the vehicles at any time. The Company is required to maintain an irrevocable \$1.75 million letter of credit that one of the Lessor Lessors may draw upon in the event the Company defaults on the Vehicle Lease, which has been recorded as restricted cash on the consolidated balance sheets.

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The following table presents the lease cost for the years ended December 31, 2023 December 31, 2024, 2022, 2023, and 2021 2022 (in thousands):

Years Ended December 31,			
	2023	2022	2021
	2024	2023	2022
Lease cost			
Operating lease cost			
Operating lease cost			
Operating lease cost			
Variable lease cost			
Short-term lease cost			
	\$		

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The following table presents the weighted average remaining lease term, and the weighted average discount rates related to leases as of **December 31, 2023**, **December 31, 2024** and **2022**, **2023**:

		December 31, 2023		December 31, 2022	
		December 31, 2024		December 31, 2023	
Other information					
Weighted average remaining lease term					
Weighted average remaining lease term					
Weighted average remaining lease term		5.3 years		5.9 years	
Weighted average remaining lease term		4.4 years		5.3 years	
Weighted average discount rate	Weighted average discount rate	9.07 %	8.76 %	Weighted average discount rate	8.82 %
					9.07 %

Maturity analysis under the lease agreements are as follows:

Year ending December 31, 2024	December 31, 2025	\$	3,792
Year ending December 31, 2025			3,907
Year ending December 31, 2026			4,435
Year ending December 31, 2027			3,974
Year ending December 31, 2028			4,513
Year ending December 31, 2029			4,022
Thereafter			4,573
Total			4,144
Less: Present value discount			4,707
Total Lease liability			2,451
Less: Current portion			1,771
Long-term lease liabilities			6
			21,610
			20,685
			(4,672)
			(3,704)
			16,938
			16,981
			(3,612)
			(4,233)
			\$ 13,326
			12,748

8. Share-Based Compensation

The Board of Directors determines who receives options, the vesting periods (which are generally one to three years) and the exercise prices of such options. Options have a maximum term of 10 years. The exercise price of stock options granted under the Amended 2018 Plan and the 2019 Inducement Plan must be at least equal to the fair market value of the common stock on the date of grant.

Total share-based compensation expense related to all of the Company's share-based awards, including stock options and RSUs granted to employees and directors recognized during the years ended **December 31, 2023**, **December 31, 2024**, **2022**, **2023**, and **2021**, **2022**, was comprised of the following (in thousands):

Years Ended December 31,

	2023	2022	2021
Inventoriable costs	\$ 1,610	\$ 1,791	\$ 1,624
Research and development	15,781	15,387	9,832
Selling, general and administrative	35,441	25,835	22,847
Total share-based compensation expense	\$ 52,832	\$ 43,013	\$ 34,303

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	Years Ended December 31,		
	2024	2023	2022
Inventoriable costs	\$ 1,904	\$ 1,610	\$ 1,791
Research and development	19,500	15,781	15,387
Selling, general and administrative	42,631	35,441	25,835
Total share-based compensation expense	\$ 64,035	\$ 52,832	\$ 43,013

The following table describes the assumptions used for calculating the value of options granted during the years ended December 31, 2023, December 31, 2024, 2022, 2023 and 2021: 2022:

	Years Ended December 31,		
	2023	2022	2021
	2024	2023	2022
Dividend yield	Dividend yield 0 %	0 %	Dividend yield 0 %
Expected volatility	Expected volatility 74.8%-78.0%	78.7-88.7%	Expected volatility 74.2%
Weighted-average risk-free interest rate	Weighted-average risk-free interest rate 3.92 %	2.22 %	Weighted-average risk-free interest rate 4.08 %
Expected term (in years)	Expected term (in years) 6.0	5.9	Expected term (in years) 6.0

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The weighted-average grant date fair value for awards granted during the years ended December 31, 2023, December 31, 2024, 2023 and 2022 was \$48.49, \$33.49 and 2021 was \$33.49, \$41.71 and \$29.01 per share, respectively.

Information regarding the stock options activity, including with respect to grants to employees, directors and consultants under the Amended 2018 Plan and 2019 Inducement Plan as of December 31, 2023 December 31, 2024, and changes during the year then ended, are summarized as follows:

	Number of Shares	Weighted- Average Exercise Price	Weighted- Average Contractual Life
Outstanding at December 31, 2022	4,785,972	\$ 26.27	5.8 years
Options granted 2023	289,084	48.13	
Options exercised 2023	(791,795)	22.49	
Options canceled 2023	(39,854)	51.05	
Options expired 2023	(3,425)	40.94	
Outstanding at December 31, 2023	4,239,982	\$ 28.22	5.2 years
Vested and expected to vest at December 31, 2023	4,239,982	\$ 28.22	
Exercisable at December 31, 2023	3,470,018	\$ 23.55	4.5 years

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	Number of Shares	Weighted- Average Exercise Price	Weighted- Average Contractual Life
Outstanding at December 31, 2023	4,239,982	\$ 28.22	5.2 years
Options granted 2024	34,539	71.33	
Options exercised 2024	(1,164,610)	21.26	
Options canceled 2024	(11,896)	49.85	
Options expired 2024	—	—	
Outstanding at December 31, 2024	3,098,015	\$ 31.23	4.9 years
Vested and expected to vest at December 31, 2024	3,098,015	\$ 31.23	
Exercisable at December 31, 2024	2,745,262	\$ 28.39	4.6 years

The unrecognized share-based compensation expense related to stock option awards at December 31, 2023 December 31, 2024 was \$15.8 million \$5.7 million, and will be recognized over a weighted-average period of 1.2 0.9 years.

The following table details the value of options during the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021 2022 (in thousands):

	Years Ended December 31,		
	2023	2022	2021

	2024	2023	2022
Intrinsic value of options exercised			
Intrinsic value of options outstanding			
Intrinsic value of options exercisable			
Fair value of shares vested			

Information regarding time based RSU activity, including with respect to grants to employees under the Amended 2018 Plan and 2019 Inducement Plan as of December 31, 2023, December 31, 2024, and changes during the year then ended, is summarized as follows:

	Number of Shares	Weighted- Average Grant Date Fair Value Per Share	Weighted- Average Contractual Life
Outstanding at December 31, 2022	1,274,664	\$ 42.76	0.8 years
Time based RSUs granted in 2023	1,109,622	48.58	
Time based RSUs vested in 2023	(665,824)	36.65	
Time based RSUs cancelled in 2023	(73,332)	48.29	
Outstanding at December 31, 2023	1,645,130	\$ 48.92	1.0 years

	Number of Shares	Weighted- Average Grant Date Fair Value Per Share	Weighted- Average Contractual Life
Outstanding at December 31, 2023	1,645,130	\$ 48.92	1.0 years
Time based RSUs granted in 2024	1,178,612	68.82	
Time based RSUs vested in 2024	(745,401)	47.32	
Time based RSUs cancelled in 2024	(76,391)	58.85	
Outstanding at December 31, 2024	2,001,950	\$ 60.85	1.0 years

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The following table details the value of time based RSUs during the years ended December 31, 2023, December 31, 2024, 2022, 2023 and 2021, 2022 (in thousands):

Years Ended December 31,			
	2023	2022	2021
	2024	2023	2022
Intrinsic value of time based RSUs outstanding			
Fair value of RSUs vested			

The fair value of time based RSUs is based on the closing price of the Company's common stock on the date of grant. As of December 31, 2023 December 31, 2024, there was \$52.8 million \$79.0 million of unrecognized compensation costs related to unvested time based RSUs which will be recognized over a weighted-average period of 1.4 years.

The Company has not issued any options or RSUs under the 2019 Inducement Plan since 2020. As of December 31, 2023, there was no unrecognized compensation costs related to unvested options and RSUs under the 2019 Inducement Plan, and \$0.2 million was recognized during 2023 under this plan. As of December 31, 2023, all options and RSUs are vested.

9. Loss per Share

The following common stock equivalents were excluded in the calculation of diluted loss per share because their effect could be anti-dilutive as applied to the net loss for the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021: 2022:

Years Ended December 31,								
2023			2022			2021		
2024			2023			2022		
Stock options	Stock options	4,239,982	4,785,972	5,451,398	options	3,098,015	4,239,982	4,785,972
RSUs		1,860,714	1,469,678	1,666,848				
RSUs (including performance share units)		2,226,452	1,860,714	1,469,678				

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10. Income Taxes

Loss before income taxes is as follows (in thousands):

Years Ended December 31,			
	2023	2022	2021
	2024	2023	2022
U.S.			
Non-U.S.			
Total loss before taxes			

	Years Ended December 31,		
	2023	2022	2021
	2024	2023	2022
Current			
Deferred			
Valuation allowance			
Provision for income taxes			

A reconciliation of the difference between the statutory federal income tax rate and the effective income tax rate for the years ended December 31, 2023, December 31, 2024, 2022, 2023 and 2021, 2022 is as follows:

Deferred income taxes reflect the net tax effect of temporary differences that exist between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes, using enacted tax rates in effect for

the year in which the differences are expected to reverse.

As of **December 31, 2023** **December 31, 2024**, the Company had **\$528.4 million** **\$479.0 million** of federal net operating loss carryforwards, of which **\$73.6 million** **\$21.3 million** expire at various dates starting in 2035 through 2037 and **\$454.8 million** **\$457.7 million** do not expire. The gross amount of the state net operating loss carryforwards is equal to or less than the federal net operating loss carryforwards and expires over various periods based on individual state tax law. In general, businesses with U.S. net operating losses (“NOLs”) are considered loss corporations for U.S. federal income tax purposes. Pursuant to Section 382 of the Internal Revenue Code of 1986, as amended (the “Code” “Code”), loss corporations that undergo an ownership change, as defined under the Code, may be subject to an annual limitation on the amount of NOLs (and certain other tax attributes) available to offset taxable income earned after such ownership change. For the years ended December 31, 2015 through **2022, 2023**, the Company performed a Section 382 ownership analysis and determined that an ownership change occurred (within the meaning of Section 382 of the Code) in 2015 but not in subsequent periods. Based on the analysis performed through **December 31, 2023** **December 31, 2024**, the Company does not believe that the Section 382 annual limitation will impact the Company’s ability to utilize the tax attributes that existed as of the date of the ownership change in a material manner. If the Company experiences an ownership change in the future, the tax benefits related to the NOLs and tax credit carryforwards may be further limited or lost.

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The following summarizes the significant components of the Company’s deferred tax assets and liabilities as of **December 31, 2023** **December 31, 2024** and **2022, 2023**, respectively (in thousands):

	December 31,	
	2023	2022
	2024	2023
Deferred tax assets:		
Net operating loss carryforwards		
Net operating loss carryforwards		
Net operating loss carryforwards		
Accrued expenditures		
Research and development credit, net		
Research and development expenditures		
Share-based compensation		
Other		
Capital lease		
Deferred tax liabilities:		
Right of use asset—capital lease		
Right of use asset—capital lease		
Right of use asset—capital lease		
Depreciation		

Other

Net deferred tax asset before valuation allowance

Valuation allowance

Net deferred tax asset

Based upon the Company's historical operating performance and the reported cumulative net losses to date, the Company presently does not have sufficient objective evidence to support the recovery of its net deferred tax assets. Accordingly, the Company has established a full valuation allowance against its net deferred tax assets in 2023 2024 and 2022, 2023, for financial reporting purposes because it is not more likely than not that these deferred tax assets will be realized.

The Company files income tax returns in the U.S. federal jurisdiction and various state jurisdictions. The open years subject to tax audits vary depending on the tax jurisdictions. In the U.S. federal jurisdiction, we are the Company is no longer subject to income tax audits by taxing authorities for years before 2020, 2021. In addition, for federal tax purposes and certain state taxing jurisdictions, in the case of carryover tax attributes to years open for assessment, such attributes may be subject to reduction by taxing authorities.

The total amount of unrecognized tax benefits was \$2.5 million \$2.4 million and \$1.7 million \$2.5 million as of December 31, 2023 December 31, 2024 and 2022 2023 respectively. If recognized, none of these tax benefits would affect the effective tax rate due to valuation allowances.

11. Commitments and Contingencies

License and Royalty Commitments

On May 31, 2005, the Company entered into a worldwide, exclusive License Agreement with Bristol-Myers Squibb Company, pursuant to which the Company holds a license to certain patents and know-how of BMS relating to lumateperone and other specified compounds. The agreement was amended on November 3, 2010. The licensed rights are exclusive, except BMS retains rights in specified compounds in the fields of obesity, diabetes, metabolic syndrome and cardiovascular disease. However, BMS has no right to use, develop, or commercialize lumateperone and other specified compounds in any field of use. The Company has the right to grant sublicenses of the rights conveyed by BMS. The Company is obliged under the agreement to use commercially reasonable efforts to develop and commercialize the licensed technology. The Company is also prohibited from engaging in the clinical development or commercialization of specified competitive compounds.

Under the agreement, the Company has made payments of \$10.8 million to BMS related to milestones achieved to date for lumateperone. Possible milestone payments remaining total \$5.0 million. Under the agreement, the Company may be obliged to make other milestone payments to BMS for each licensed product of up to an aggregate of approximately \$14.75 million. The Company is also obliged to make tiered single digit percentage royalty payments ranging between 5 – 9% on sales of licensed products. The Company is obliged to pay to BMS a percentage of non-royalty payments made in consideration of any sublicense.

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The agreement extends, and royalties are payable, on a country-by-country and product-by-product basis, through the later of 10 years after first commercial sale of a licensed product in such country, expiration of the last licensed patent covering a licensed product, its method of manufacture or use, or the expiration of other government grants providing market exclusivity,

subject to certain rights of the parties to terminate the agreement on the occurrence of certain events. On termination of the agreement, the Company may be obliged to convey to BMS rights in developments relating to a licensed compound or licensed product, including regulatory filings, research results and other intellectual property rights.

In September 2016, the Company transferred certain of its rights under the BMS agreement to its wholly owned subsidiary, ITI Limited. However, in December 2022, ITI Limited merged into Intra-Cellular Therapies, Inc. The Company expensed approximately \$26.4 million \$43.2 million, \$12.5 million \$26.4 million, and \$4.1 million \$12.5 million in cost of product sales to satisfy its obligation under the BMS agreement for the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021, 2022, respectively.

Purchase Commitments

The Company enters into certain other long-term commitments for goods and services that are outstanding for periods greater than one year. The Company has manufacturing service agreements committing the Company to certain minimum annual purchase commitments which the Company anticipates making payments for within the years 2025 through 2029. As of December 31, 2023 December 31, 2024, the Company has committed to purchasing production campaigns for various raw materials including API and its intermediates from each of its supply vendors. The current campaigns are expected to be received into inventory during 2024 and 2025. through 2027. The Company has paid deposits of \$15.1 million \$43.9 million and \$21.6 million \$15.1 million as of December 31, 2023 December 31, 2024 and 2022, 2023, respectively, for these campaigns. Of the \$15.1 million \$43.9 million as of December 31, 2023 December 31, 2024, \$7.9 million \$38.3 million is recorded within prepaid expenses and other current assets as the campaigns are expected to be received within one year of the balance sheet date and \$7.2 million \$5.6 million is recorded within other assets on the consolidated balance sheet as the campaigns are expected to be received after December 31, 2024 December 31, 2025. The \$21.6 million Of the \$15.1 million balance as of December 31, 2022 December 31, 2023, \$7.9 million is recorded within prepaid expenses and other current assets and \$7.2 million is recorded within other assets on the consolidated balance sheet. Over the course of the vendors' manufacturing period, the Company will remit payments to each vendor based on the payment plan within the executed agreements.

Retirement savings plan 401(k) contributions

The Company sponsors a defined contribution 401(k) plan covering all full-time employees. employees that is serviced by a related party. Participants may elect to contribute their annual pre-tax earnings up to the federally allowed maximum limits. The Company made a matching contribution of 100% on the first 6% of contributions made by participants in the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021, 2022. Participant and company contributions vest immediately. During the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021, 2022, the Company recorded matching contribution expense of \$4.3 million \$5.3 million, \$3.9 million \$4.3 million and \$3.0 million \$3.9 million, respectively.

Contingencies

During the normal course of our the Company's business, we are the Company is occasionally involved with various claims and litigation. Reserves are established in connection with such matters when a loss is probable and the amount of such loss can be reasonably estimated. At December 31, 2023 December 31, 2024 and 2022, 2023, no material reserves were recorded. The determination of probability and the estimation of the actual amount of any such loss are inherently unpredictable, and it is therefore possible that the eventual outcome of such claims and litigation could exceed the estimated reserves, if any. However, we believe the Company believes that the likelihood that any such excess might have a material adverse effect on our its financial statements is remote.

12. Segment Reporting

Operating segments are defined as components of an enterprise about which separate discrete information is available for evaluation by the chief operating decision maker, or decision making group, in deciding how to allocate resources in assessing performance. The Company has one reportable segment. The segment consists of the discovery, clinical development and commercialization of innovative, small molecule drugs that address underserved medical needs primarily in psychiatric and neurological disorders. The Company's chief operating decision maker ("CODM") is the chief executive officer.

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12. The accounting policies of the segment are the same as those described in the summary of significant accounting policies. The CODM assesses performance for the segment based on net product sales and operating expenses as reported on the Consolidated Statement of Operations. The Company expects to continue to incur significant expenses and operating losses for the foreseeable future as it advances product candidates through all stages of development, clinical trials and additional regulatory approvals; as well as, continued promotional activities to support the commercial sales of CAPLYTA and costs associated with expanding the Company's infrastructure. In addition, the measure of segment assets is reported on the balance sheet as total assets.

As such, the CODM uses cash forecast models in deciding how to invest into the segment. Such cash forecast models are reviewed to assess the entity-wide operating results and performance. Net loss is used to monitor budget versus actual results. Monitoring budgeted versus actual results is used in assessing performance of the segment, while net product sales results are used in establishing management's compensation.

The table below summarizes the significant revenue and expense categories regularly reviewed by the CODM for the years ended December 31, 2024, and 2023:

	For the Years Ended December 31,	
	2024	2023
Revenues		
Product sales, net	\$ 680,501	\$ 462,175
Grant revenue	351	2,195
Total revenues, net	680,852	464,370
Expenses		
Cost of product sales	56,963	33,745
SG&A: Selling expenses	384,744	324,499
SG&A: General and administrative expenses	119,745	85,365
R&D: Lumateperone project costs	138,561	111,881
R&D: Non-lumateperone project costs	60,200	37,638
R&D: Other and overhead	37,360	30,623
Other segments items ⁽¹⁾	(42,045)	(19,707)
Net loss	\$ (74,676)	\$ (139,674)

(1) Other segment items included in expenses includes interest income and income tax (benefit) loss.

13. Unaudited Quarterly Financial Information

The tables herein set forth the Company's unaudited condensed consolidated 2023 2024 and 2022 2023 quarterly statements of operations.

The following table sets forth the Company's unaudited condensed consolidated statements of operations for the 2024 quarters ended (in thousands):

2024 Quarter Ended	December 31,	September 30,	June 30,	March 31,
Revenue, net	\$ 199,223	\$ 175,375	\$ 161,388	\$ 144,866
Operating expenses	(228,420)	(214,224)	(189,111)	(165,818)
Interest income	11,995	12,899	11,560	6,064
Income tax benefit (expense)	317	(374)	(57)	(359)
Net loss	\$ (16,885)	\$ (26,324)	\$ (16,220)	\$ (15,247)
Basic and diluted net loss per share	\$ (0.16)	\$ (0.25)	\$ (0.16)	\$ (0.16)

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The following table sets forth the Company's unaudited condensed consolidated statements of operations for the 2023 quarters ended (in thousands):

2023 Quarter Ended	December 31,	September 30,	June 30,	March 31,
Revenue, net	\$ 132,099	\$ 126,173	\$ 110,792	\$ 95,306
Operating expenses	(166,196)	(155,886)	(157,971)	(143,698)
Interest income	5,966	5,498	4,530	4,349
Income tax expense	(448)	(43)	(135)	(10)
Net loss	\$ (28,579)	\$ (24,258)	\$ (42,784)	\$ (44,053)
Basic and diluted net loss per share	\$ (0.30)	\$ (0.25)	\$ (0.45)	\$ (0.46)

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Exhibit 3.1

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

INTRA-CELLULAR THERAPIES, INC.

(Pursuant to Sections 242 and 245 of the

General Corporation Law of the State of Delaware)

Intra-Cellular Therapies, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

The Certificate of Incorporation of the Corporation was filed with the Secretary of the State of Delaware on August 29, 2012 under the name Oneida Resources Corp. A Certificate of Ownership and Merger of the Corporation was filed on August 29, 2013, which changed the name of the Corporation to Intra-Cellular Therapies, Inc. This Restated Certificate of Incorporation restates, integrates and further amends the Corporation's Certificate of Incorporation, as amended.

This Restated Certificate of Incorporation was duly adopted by written consent of the directors and stockholders of the Corporation in accordance with the applicable provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

The text of the Corporation's Certificate of Incorporation, as amended, is hereby further amended and restated to read in full as follows:

RESTATED CERTIFICATE OF INCORPORATION

OF

INTRA-CELLULAR THERAPIES, INC.

FIRST: The name of the corporation is Intra-Cellular Therapies, Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1811 Silverside Road, Wilmington, Delaware 19810, County of New Castle. The name of its registered agent at such address is Vcorp Services, LLC.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity or carry on any business for which corporations may be organized under the Delaware General Corporation Law or any successor statute.

FOURTH:

A. Designation and Number of Shares.

The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 105,000,000 shares, consisting of 100,000,000 shares of common stock, par value \$0.0001 per share (the "Common Stock"), and 5,000,000 shares of preferred stock, par value \$0.0001 per share (the "Preferred Stock").

The number of authorized shares of Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of all of the then-outstanding shares of capital stock of the Corporation entitled to vote thereon, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock designation.

B. Preferred Stock

1. Shares of Preferred Stock may be issued in one or more series at such time or times and for such consideration as the Board of Directors of the Corporation (the "Board of Directors") may determine.

2. Authority is hereby expressly granted to the Board of Directors to fix from time to time, by resolution or resolutions providing for the establishment and/or issuance of any series of Preferred Stock, the designation and number of the shares of such series and the powers, preferences and rights of such series, and the qualifications, limitations or restrictions thereof, to the fullest extent such authority may be conferred upon the Board of Directors under the Delaware General Corporation Law. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law.

C. Common Stock

1. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor if, as and when determined by the Board of Directors in their sole discretion, subject to provisions of law, any provision of this Restated Certificate of Incorporation, as amended from time to time, and subject to the relative rights and preferences of any shares of Preferred Stock authorized, issued and outstanding hereunder. The term "Restated Certificate of Incorporation" as used herein shall mean the Restated Certificate of Incorporation of the Corporation as amended from time to time.

2. Voting. The holders of the Common Stock are entitled to one vote for each share held; provided, however, that, except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to this Restated Certificate of Incorporation (including any certificate of designation relating to Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon by law or pursuant to this Restated Certificate of Incorporation (including any certificate of designation relating to Preferred Stock).

FIFTH: The following table sets forth the Company's unaudited condensed consolidated statements of operations provisions are inserted for the 2022 quarters ended (in thousands): management of the business and the conduct of

the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

2022 Quarter Ended	December 31,	September 30,	June 30,	March 31,
Revenue, net	\$ 87,869	\$ 71,870	\$ 55,579	\$ 34,996
Operating expenses	(135,281)	(127,499)	(143,502)	(107,658)
Interest income	3,386	2,122	1,320	548
Income tax expense	—	(1)	—	(5)
Net loss	\$ (44,026)	\$ (53,508)	\$ (86,603)	\$ (72,119)
Basic and diluted net loss per share	\$ (0.45)	\$ (0.57)	\$ (0.92)	\$ (0.78)

A. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Restated Certificate of Incorporation or the Bylaws of the Corporation as in effect from time to time, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

B. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

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C. Subject to the rights of the holders of any series of Preferred Stock then outstanding, any action required or permitted to be taken by the stockholders of the Corporation may be effected only at a duly called annual or special meeting of stockholders of the Corporation and not by written consent.

D. Special meetings of the stockholders may only be called by the Board of Directors acting pursuant to a resolution adopted by a majority of the Whole Board. For the purposes of this Restated Certificate of Incorporation, the term "Whole Board" shall mean the total number of authorized directors whether or not there exist any vacancies in previously authorized directorships. Business transacted at any special meeting of stockholders shall be limited to matters relating to the purpose or purposes stated in the notice of meeting.

SIXTH:

A. Subject to the rights of the holders of shares of any series of Preferred Stock then outstanding to elect additional directors under specified circumstances, the number of directors shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the Whole Board.

B. The directors, other than those who may be elected by the holders of shares of any series of Preferred Stock under specified circumstances, shall be divided into three classes, with the term of office of the first class to expire at the first annual meeting of stockholders following the initial classification of directors, the term of office of the second class to expire at the second annual meeting of stockholders following the initial classification of directors, and the term of office of the third class to expire at the third annual meeting of stockholders following the initial classification of directors. At each annual meeting of stockholders, directors elected to succeed those directors whose terms expire, other than directors elected by the holders of any series of Preferred Stock under specified circumstances, shall be elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election and until their successors are duly elected and qualified. The Board of Directors is authorized to assign members of the Board already in office to such classes as it may determine at the time the classification of the Board of Directors pursuant to this Restated Certificate of Incorporation becomes effective.

C. Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall, unless otherwise required by law or by resolution of the Board of Directors, be filled only by a majority vote of the directors then in office even though less than a quorum, or by a sole remaining director, and not by stockholders, and directors so chosen shall serve for a term expiring at the annual meeting of stockholders at which the term of office of the class to which they have been chosen expires or until such director's successor shall have been duly elected and qualified. No decrease in the authorized number of directors shall shorten the term of any incumbent director.

D. Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

E. Subject to the rights of the holders of any series of Preferred Stock then outstanding, any director, or the entire Board of Directors, may be removed from office at any time only for cause and only by the affirmative vote of the holders of at least eighty percent (80%) of the voting power of all of the then-outstanding shares of capital stock of the Corporation entitled to vote at an election of directors, voting together as a single class.

SEVENTH: The Board of Directors is expressly empowered to adopt, amend or repeal Bylaws of the Corporation. Any adoption, amendment or repeal of the Bylaws of the Corporation by the Board of Directors shall require the approval of a majority of the Whole Board. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the Corporation; provided, that in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Restated Certificate of Incorporation, the affirmative vote of the holders of at least eighty percent (80%) of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors,

voting together as a single class, shall be required for the stockholders to adopt, amend or repeal any provision of the Bylaws of the Corporation.

EIGHTH:

A. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or an officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, or trustee of another corporation, or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "Indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer or trustee or in any other capacity while serving as a director, officer or trustee, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such Indemnitee in connection therewith; provided, however, that, except as provided in Paragraph C of this Article EIGHTH with respect to proceedings to enforce rights to indemnification or an advancement of expenses or as otherwise required by law, the Corporation shall not be required to indemnify or advance expenses to any such Indemnitee in connection with a proceeding (or part thereof) initiated by such Indemnitee unless such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

B. In addition to the right to indemnification conferred in Paragraph A of this Article EIGHTH, an Indemnitee shall also have the right to be paid by the Corporation the expenses (including attorney's fees) incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Delaware General Corporation Law requires, an advancement of expenses incurred by an Indemnitee in his capacity as a director or officer (and not in any other capacity in which service was or is rendered by such Indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Indemnitee is not entitled to be indemnified for such expenses under this Paragraph B or otherwise.

C. If a claim under Paragraph A or B of this Article EIGHTH is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the Indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Indemnitee shall also be entitled to be paid the expenses of prosecuting or defending such suit. In (i) any suit brought by the Indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the Indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the

Corporation shall be entitled to recover such expenses upon a final adjudication that, the Indemnitee has not met any applicable standard for indemnification set forth in the Delaware General Corporation Law. Neither the failure of the Corporation (including its directors who are not parties to such action, a committee of such directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its directors who are not parties to such action, a committee of such directors, independent legal counsel, or its stockholders) that the Indemnitee has not met such applicable standard of conduct, shall create a presumption that the Indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the Indemnitee, be a defense to such suit. In any suit brought by the Indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the Indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article EIGHTH or otherwise shall be on the Corporation.

D. The rights to indemnification and to the advancement of expenses conferred in this Article EIGHTH shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Corporation's Certificate of Incorporation as amended from time to time, the Corporation's Bylaws, any agreement, any vote of stockholders or disinterested directors or otherwise.

E. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

F. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article EIGHTH with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

G. The rights conferred upon Indemnitees in this Article EIGHTH shall be contract rights and such rights shall continue as to an Indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the Indemnitee's heirs, executors and administrators. Any amendment, alteration or repeal of this Article EIGHTH that adversely affects any right of an Indemnitee or its successors shall be prospective only and shall not limit or eliminate any such right with respect to any proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to any such amendment, alteration or repeal.

H. If any word, clause, provision or provisions of this Article EIGHTH shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (i) the validity, legality and enforceability of the remaining provisions of this Article EIGHTH (including, without limitation, each portion of any section of this Article EIGHTH containing any such provision held to be invalid, illegal or unenforceable, that is not itself held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and (ii) to the fullest extent possible, the provisions of this Article EIGHTH (including, without limitation, each such portion of any section of this Article EIGHTH containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

NINTH: No director shall be personally liable to the Corporation or its stockholders for any monetary damages for breaches of fiduciary duty as a director; provided that this provision shall not eliminate or limit the

liability of a director, to the extent that such liability is imposed by applicable law, (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 or successor provisions of the Delaware General Corporation Law; or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. All references in this Article NINTH to a director shall also be deemed to refer to any such director acting in his or her capacity as a Continuing Director (as defined in Article ELEVENTH).

TENTH: The Corporation reserves the right to amend or repeal any provision contained in this Restated Certificate of Incorporation in the manner prescribed by the Delaware General Corporation Law and all rights conferred upon stockholders are granted subject to this reservation; provided that in addition to the vote of the holders of any class or series of stock of the Corporation required by law or by this Restated Certificate of Incorporation, the affirmative vote of the holders of shares of voting stock of the Corporation representing at least eighty percent (80%) of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend, alter or repeal, or adopt any provision inconsistent with, Articles FIFTH, SIXTH, SEVENTH, EIGHTH, NINTH, this Article TENTH and Article ELEVENTH of this Restated Certificate of Incorporation.

ELEVENTH: The Board of Directors is expressly authorized to cause the Corporation to issue rights pursuant to Section 157 of the Delaware General Corporation Law and, in that connection, to enter into any agreements necessary or convenient for such issuance, and to enter into other agreements necessary and convenient to the conduct of the business of the Corporation. Any such agreement may include provisions limiting, in certain circumstances, the ability of the Board of Directors of the Corporation to redeem the securities issued pursuant thereto or to take other action thereunder or in connection therewith unless there is a specified number or percentage of Continuing Directors then in office. Pursuant to Section 141(a) of the Delaware General Corporation Law, the Continuing Directors shall have the power and authority to make all decisions and determinations, and exercise or perform such other acts, that any such agreement provides that such Continuing Directors shall make, exercise or perform. For purposes of this Article ELEVENTH and any such agreement, the term, "Continuing Directors," shall mean (1) those directors who were members of the Board of Directors of the Corporation at the time the Corporation entered into such agreement and any director who subsequently becomes a member of the Board of Directors, if such director's nomination for election to the Board of Directors is recommended or approved by the majority vote of the Continuing Directors then in office or (2) such members of the Board of Directors designated in, or in the manner provided in, such agreement as Continuing Directors.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, this Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of the Certificate of Incorporation, as amended, of this Corporation, and which has been duly adopted in accordance with Sections 228, 242 and 245 of the Delaware General Corporation Law, has been duly executed by its duly authorized Chairman, President and Chief Executive Officer this 7th day of November, 2013.

INTRA-CELLULAR
THERAPIES, INC.

By: /s/ Sharon Mates,
Ph.D.

Sharon Mates,
Ph.D.
Chairman,
President and Chief
Executive Officer

STATE OF DELAWARE
CERTIFICATE OF CHANGE OF REGISTERED AGENT
AND/OR REGISTERED OFFICE

The corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Intra-Cellular Therapies, Inc.
2. The Registered Office of the corporation in the State of Delaware is changed to Corporation Trust Center,
1209 Orange Street (street), in the City of Wilmington, County of New Castle Zip Code 19801. The name of the Registered Agent at such address upon whom process against this Corporation may be served is THE CORPORATION TRUST COMPANY.
3. The foregoing change to the registered office/agent was adopted by a resolution of the Board of Directors of the corporation.

By: /s/ Lawrence J.
Hineline

Authorized Officer
Assistant Secretary –
Name: Lawrence J. Hineline
Print or Type

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
INTRA-CELLULAR THERAPIES, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Intra-Cellular Therapies, Inc.
2. The Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on November 7, 2013 (the "Restated Certificate").

3. The first paragraph of Section A of Article FOURTH of the Restated Certificate is deleted in its entirety and amended and restated in its entirety to read as follows:

“The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 205,000,000 shares, consisting of 200,000,000 shares of common stock, par value \$0.0001 per share (the “Common Stock”), and 5,000,000 shares of preferred stock, par value \$0.0001 per share (the “Preferred Stock”).”

4. The amendment of the Restated Certificate herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

[Remainder of Page Intentionally Left Blank]

Signed this 21st day of June, 2021.

/s/ Sharon Mates, Ph.D.

Name: Sharon Mates,
Ph.D.

Title: Chairman,
President and
Chief Executive
Officer

CERTIFICATE OF CORRECTION
OF
CERTIFICATE OF AMENDMENT OF RESTATED CERTIFICATE OF INCORPORATION
OF
INTRA-CELLULAR THERAPIES, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Intra-Cellular Therapies, Inc.
2. The Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on November 7, 2013 (the "Restated Certificate"). Thereafter a Certificate of Amendment of the Restated Certificate of the Corporation was filed on June 21, 2021 (the "Certificate of Amendment").
3. The Certificate of Amendment is hereby corrected.
4. The inaccuracy to be corrected in said instrument is as follows:

Due to a scrivener's error, the Certificate of Amendment had an incorrect total number of authorized shares of 205,000,000 and an incorrect number of authorized shares of common stock of 200,000,000, which should be 180,000,000 and 175,000,000, respectively.

The following first paragraph of Section A of Article FOURTH of the Restated Certificate, as amended by the Certificate of Amendment, is corrected to read as follows:

The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 180,000,000 shares, consisting of 175,000,000 shares of common stock, par value \$0.0001 per share (the "Common Stock"), and 5,000,000 shares of preferred stock, par value \$0.0001 per share (the "Preferred Stock").

Executed this 6th day of August, 2021.

/s/ Sharon Mates, Ph.D.

Name: Sharon Mates,
Ph.D.

Title: Chairman,
President and
Chief Executive
Officer

CERTIFICATE OF MERGER

of

ITI Limited

(a Bermuda exempt company)

with and into

Intra-Cellular Therapies, Inc.

(a Delaware corporation)

Pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "DGCL"), Intra-Cellular Therapies, Inc., a Delaware corporation, does hereby certify:

FIRST: That the name and jurisdiction of incorporation of each of the constituent corporations are as follows:

Name

Jurisdiction of Incorporation

ITI Limited

Bermuda

Intra-Cellular Therapies, Inc.

Delaware

SECOND: That an Agreement of Merger (the "Merger Agreement") pursuant to which ITI Limited, a Bermuda exempted company (the "Merging Company"), will merge with and into Intra-Cellular Therapies, Inc. (the "Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the DGCL.

THIRD: That Intra-Cellular Therapies, Inc. shall be the surviving corporation (the "Surviving Corporation").

FOURTH: The Amended and Restated Certificate of Incorporation of the Surviving Corporation, dated November 7, 2013, as in effect immediately prior to the effective time of the Merger shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Merger Agreement is on file at the office of the Surviving Corporation, the address of which is 430 East 29th Street New York, New York 10016.

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized and issued share capital of the Merging Company is 10,000 Common Shares of par value USD 1.00 each.

EIGHTH: This Certificate of Merger and the Merger shall become effective on December 31, 2022,

(Signature page follows)

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be signed by a duly authorized officer, declaring that the facts stated herein are true.

INTRA-CELLULAR THERAPIES, INC.

By: /s/ Lawrence Hinline

Name: Lawrence Hinline

Title: Senior Vice President of Finance & Chief
Financial Officer

Date: December 30, 2022

(Signature Page to Certificate of Merger)

Exhibit 4.2

**DESCRIPTION OF THE REGISTRANT'S SECURITIES
REGISTERED PURSUANT TO SECTION 12 OF
THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

Intra-Cellular Therapies, Inc. (the "Company" or "we") has one class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended: our common stock, par value \$0.0001 per share.

DESCRIPTION OF COMMON STOCK

We are authorized to issue 175,000,000 shares of common stock, par value \$0.0001 per share, and 5,000,000 shares of preferred stock, par value \$0.0001 per share.

The following summary of certain provisions of our common stock does not purport to be complete. You should refer to our restated certificate of incorporation, as amended, and our restated bylaws, both of which are incorporated by reference as exhibits to the Company's Annual Report on Form 10-K of which this Exhibit is a part. The summary below is also qualified by provisions of applicable law.

General

Holders of our common stock are entitled to one vote for each share held on all matters submitted to a vote of stockholders and do not have cumulative voting rights. An election of directors by our stockholders shall be determined by a plurality of the votes cast by the stockholders entitled to vote on the election. Holders of common stock are entitled to receive proportionately any dividends as may be declared by our board of directors, subject to any preferential dividend rights of any series of preferred stock that we may designate and issue in the future.

In the event of our liquidation or dissolution, the holders of common stock are entitled to receive proportionately our net assets available for distribution to stockholders after the payment of all debts and other liabilities and subject to the prior rights of any outstanding preferred stock. Holders of common stock have no preemptive, subscription, redemption or conversion rights. There are no redemption or sinking fund provisions applicable to the common stock. Our outstanding shares of common stock are validly issued, fully paid and nonassessable. The rights, preferences and privileges of holders of common stock are subject to and may be adversely affected by the rights of the holders of shares of any series of preferred stock that we may designate and issue in the future.

Transfer Agent and Registrar

The transfer agent and registrar for our common stock is Computershare Trust Company, N.A., with offices at 250 Royall Street, Canton, Massachusetts 02021.

Stock Exchange Listing

Our common stock is listed for quotation on The Nasdaq Global Select Market under the symbol "ITCI."

CERTAIN PROVISIONS OF DELAWARE LAW AND OF THE COMPANY'S CERTIFICATE OF INCORPORATION AND BYLAWS

Anti-Takeover Provisions

The provisions of Delaware law and our restated certificate of incorporation, as amended, and restated bylaws could discourage or make it more difficult to accomplish a proxy contest or other change in our management or the acquisition of control by a holder of a substantial amount of our voting stock. It is possible that these provisions could make it more difficult to accomplish, or could deter, transactions that stockholders may otherwise consider to be in their best interests or in our best interests. These provisions are intended to enhance the likelihood of continuity and stability in the composition of our board of directors and in the policies formulated by the board of directors and

to discourage certain types of transactions that may involve an actual or threatened change of our control. These provisions are designed to reduce our vulnerability to an unsolicited acquisition proposal and to discourage certain tactics that may be used in proxy fights. Such provisions also may have the effect of preventing changes in our management.

Delaware Statutory Business Combinations Provision

We are subject to the anti-takeover provisions of Section 203 of the Delaware General Corporation Law. Section 203 prohibits a publicly-held Delaware corporation from engaging in a “business combination” with an “interested stockholder” for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is, or the transaction in which the person became an interested stockholder was, approved in a prescribed manner or another prescribed exception applies. For purposes of Section 203, a “business combination” is defined broadly to include a merger, asset sale or other transaction resulting in a financial benefit to the interested stockholder, and, subject to certain exceptions, an “interested stockholder” is a person who, together with his or her affiliates and associates, owns, or within three years prior, did own, 15% or more of the corporation’s voting stock.

Classified Board of Directors; Removal of Directors for Cause

Pursuant to our restated certificate of incorporation, as amended, and restated bylaws, our board of directors is divided into three classes, with the term of office of the first class to expire at the first annual meeting of stockholders following the initial classification of directors, the term of office of the second class to expire at the second annual meeting of stockholders following the initial classification of directors, and the term of office of the third class to expire at the third annual meeting of stockholders following the initial classification of directors. At each annual meeting of stockholders, directors elected to succeed those directors whose terms expire, other than directors elected by the holders of any series of preferred stock under specified circumstances, will be elected for a three-year term of office. All directors elected to our classified board of directors will serve until the election and qualification of their respective successors or their earlier resignation or removal. Members of the board of directors may only be removed for cause and only by the affirmative vote of at least 80% of our outstanding voting stock. These provisions are likely to increase the time required for stockholders to change the composition of the board of directors. For example, at least two annual meetings will be necessary for stockholders to effect a change in a majority of the members of the board of directors.

Advance Notice Provisions for Stockholder Proposals and Stockholder Nominations of Directors

Our restated bylaws provide that, for nominations to the board of directors or for other business to be properly brought by a stockholder before a meeting of stockholders, the stockholder must first have given timely notice of the proposal in writing to our Secretary. For an annual meeting, a stockholder's notice generally must be delivered not less than 90 days nor more than 120 days prior to the first anniversary of the previous year's annual meeting date. For a special meeting, the notice must generally be delivered not earlier than the 90th day prior to the meeting and not later than the later of (1) the 60th day prior to the meeting or (2) the 10th day following the day on which public announcement of the meeting is first made. Detailed requirements as to the form of the notice and information required in the notice are specified in the restated bylaws. If it is determined that business was not properly brought before a meeting in accordance with our bylaw provisions, such business will not be conducted at the meeting.

Special Meetings of Stockholders

Special meetings of the stockholders may be called only by our board of directors pursuant to a resolution adopted by a majority of the total number of directors.

No Stockholder Action by Written Consent

Any action to be effected by our stockholders must be effected at a duly called annual or special meeting of the stockholders.

Super Majority Stockholder Vote Required for Certain Actions

The Delaware General Corporation Law provides generally that the affirmative vote of a majority of the shares entitled to vote on any matter is required to amend a corporation's certificate of incorporation or bylaws, unless the corporation's certificate of incorporation or bylaws, as the case may be, require a greater percentage. Our restated certificate of incorporation, as amended, requires the affirmative vote of the holders of at least 80% of our outstanding voting stock to amend or repeal any of the provisions discussed in this section of this Exhibit. This 80% stockholder vote would be in addition to any separate class vote that might in the future be required pursuant to the terms of any preferred stock that might then be outstanding. An 80% vote is also required for any amendment to, or repeal of, our restated bylaws by the stockholders. Our restated bylaws may be amended or repealed by a simple majority vote of the board of directors.

INTRA-CELLULAR THERAPIES, INC.
CLAWBACK INSIDER TRADING POLICY
(As amended, effective December 31, 2024)

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Addendum A - Rule 10b5-1 Trading Plan Policy

I. Introduction Purpose, Scope and Background

The Board of Directors (the “Board”) of Intra-Cellular Therapies, Inc., a Delaware corporation (the “Company”) believes that it has adopted the following policy regarding trading by Company personnel in the best interests of the Company and its shareholders to create and maintain a culture that emphasizes integrity and accountability and that reinforces the Company's pay-for-performance compensation philosophy. The

Board has therefore adopted securities (the “Insider Trading Policy,” or this policy which provides for the recoupment of certain executive compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under the federal securities laws (the “Policy”). This Policy applies to all Company personnel, including directors, officers, employees and consultants of the Company and its subsidiaries. This Policy also applies to certain family members, other members of a person’s household and entities controlled by Company personnel, as described in Section V below. All such persons are collectively referred to as “Covered Persons” herein.

This Policy has been developed:

- to educate all Covered Persons as to the federal securities laws and the rules of the Securities and Exchange Commission (the “SEC”) on insider trading in public company securities;
- to set forth requirements that apply to Covered Persons who seek to trade in the Company’s securities;
- to protect the Company and its personnel from legal liability; and
- to preserve the reputation of the Company and its personnel for integrity and ethical conduct.

Because the Company is designed a public company, transactions in the Company’s securities are subject to comply the federal securities laws and regulations adopted by the SEC. These laws and regulations make it illegal for an individual to buy or sell securities of the Company while aware of **material non-public information**. The SEC takes insider trading very seriously and devotes significant resources to uncovering the activity and to prosecuting offenders. Liability may extend not only to the individuals who trade while in possession of material non-public information but also to their “tipplers,” people who leak material non-public information to individuals who then trade based on that information. The Company and “controlling persons” of the Company may also be liable for violations by Company personnel.

II. **Responsibilities**

Covered Persons are responsible for compliance with this Policy, including the particular obligations outlined in Section 10D VI below. As detailed below, certain Covered Persons, including directors, executive officers and “Restricted Employees” (defined below) have additional duties hereunder. The specific duties of the “Policy Administrator” (defined below) under this Policy are also explained below.

III. **What is Material Non-Public Information?**

Definition.

Material non-public information is any information (positive or negative) that:

- is not generally known to the public, and
- which, if publicly known, would likely affect either the market price of the Company's securities or a person's decision to buy, sell or hold the Company's securities.

Examples. Common examples of information that will frequently be regarded as material include, but are not limited to:

- the Company's revenues, earnings, losses or projections of future financial results;
- the status of or developments in any of the Company's clinical trials or development programs;
- the status or content of the Company's product approvals, submissions, interactions and strategy with regards to the FDA or EMA or any other similar agency;
- the status or content of the Company's interactions with patent authorities;
- the status of any capital raising efforts, including the contemplated public or private sale of additional securities of the Company;
- the status of or content of the Company's interactions with its strategic collaborators;
- news of a pending or proposed merger, acquisition or tender offer involving the Company;
- a change in control or a significant change in management of the Company;
- the establishment of a program to repurchase securities of the Company;
- a recapitalization event, such as a stock split;
- a default on outstanding debt or preferred stock of the Company or a bankruptcy filing;
- the procurement of funding from governmental or other sources;
- the entering into or termination of a strategic alliance, collaboration, partnership or other joint venture or acquisition or disposition of a significant asset;
- the loss, delay or gain of a significant contract, sale or order or other important development regarding customers or suppliers;

- pending or threatened significant litigation or the resolution of such litigation;
- a change in or dispute with the Company's auditors; or
- other items that require the filing of a Current Report on Form 8-K with the SEC.

Twenty-Twenty Hindsight. In determining whether information is material, the SEC and other regulators will view the information after-the-fact with the benefit of hindsight. As a result, in determining whether any information is material, we will, and any Covered Person considering a trade in Company securities should, carefully consider whether regulators and others might view the information as being material in hindsight, with the benefit of all relevant information that later becomes available. For example, if there is a significant change in the Company's stock price following release of certain information, that information will likely be determined to have been material when viewed with the benefit of hindsight.

In addition to addressing the relevant statutes and regulations in this area, we are adopting this Policy to avoid even the appearance of improper conduct on the part of anyone employed by or associated with the Company and certain related persons, not just members of senior management.

IV. The Consequences of Insider Trading

The consequences of insider trading violations can be severe:

For individuals who trade while in possession of material non-public information (or tip information to others):

- a civil penalty of up to three times the profit gained or loss avoided;
- a criminal fine (no matter how small the profit) of up to \$5 million; and
- a jail term of up to 20 years.

These penalties can apply even if the individual is not a member of the Board of Directors or an officer of the Company. Moreover, if an employee violates this Policy, he or she may also be subject to Company-imposed sanctions, including termination for cause.

For a company (as well as possibly any supervisory person) that fails to take appropriate steps to prevent illegal trading:

- a civil penalty of the greater of \$1 million or three times the profit gained or loss avoided as a result of the employee's violation; and
- a criminal penalty of up to \$25 million.

Any of the above consequences, including an SEC investigation that does not result in prosecution, can tarnish the Company's or an individual's reputation and irreparably damage a career.

V. **Our Policy.**

General Prohibition on Trading. Company personnel and Related Persons (as defined below in this Section V) may not buy or sell securities of the Company while in possession of material non-public information or engage in any other action to take advantage of, or pass on to others, that information, subject to the specific exceptions noted below in this Section V under the caption "Exceptions for Certain Transactions."

Transactions by Family Members, Others in Your Household and Entities You Control. The restrictions in this Policy also apply to (1) immediate family members who reside with you, (2) others living in your household (whether or not related to you), (3) family members who do not live in your household but whose transactions in the Company's securities are directed by you or are subject to your influence or control (e.g., parents or children who consult with you before they trade in the Company's securities) and (4) any entities that you influence or control, including any corporations, limited liability companies, partnerships or trusts (each person or entity identified in clauses (1) – (4), a "Related Person"). SEC regulations specifically provide that any material non-public information about the Company communicated to any spouse, parent, child or sibling is considered to have been communicated under a duty of trust or confidence; and that any trading in the Company's securities by such family members while they are aware of such information may, therefore, violate insider trading laws and regulations. Company personnel are expected to be responsible for informing all Related Persons of these obligations and for the compliance of all Related Persons with this Policy, including, without limitation, compliance with the black-out periods and pre-clearance procedures for transactions in the Company's securities, as applicable, and all other restrictions in this Policy. Company personnel may be subject to the same penalties for failing to do so, including termination for cause. Furthermore, you should not participate in any investment club (i.e., groups of people who pool their money to make investments) that may invest in the Company's securities.

Other Companies' Non-public Information. This Policy also applies with equal force to information relating to any other company, including our customers, vendors or suppliers, obtained by Company personnel during the course of their service to or employment by the Company. For example, no Company personnel who, in the course of work on behalf of the Company, learns of material non-public information about a company with which the Company does business or that is involved in a potential transaction or business relationship with the Company may trade in the other company's securities until the information becomes public or is no longer material.

Personal or Independent Reasons Are Not Exceptions. Transactions in the Company's securities that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are no exception. Even the appearance of an improper transaction must be avoided to preserve our reputation for adhering to the highest standards of conduct.

Policy Administrator. This Policy shall be administered by the "Policy Administrator," who shall initially be the Company's General Counsel, and if such person is not available, then

the Company's Chief Financial Officer shall serve as the alternate Policy Administrator. The Policy Administrator may, however, change from time to time.

When Information Becomes Public. This Policy applies to *material non-public* information about the Company, which means that trading is permitted once the information becomes known to the public (unless some other Company policy or legal or contractual obligation restricts trading at that time). Because the Company's stockholders and the investing public should be afforded time to receive and absorb information, as a general rule you should not engage in any transactions until the beginning of the second business day after the day on which the material information has been released. Thus, if an announcement is made at any time on a Monday (e.g., before or after the market opens), Wednesday generally would be the first day on which you may trade. If an announcement is made at any time on a Friday, Tuesday generally would be the first day on which you may trade. However, if the information released is complex, such as a major financing or other significant transaction, it may be necessary to allow additional time for the information to be absorbed by the investing public. In such circumstances, you will be notified by the Policy Administrator regarding a suitable waiting period before trading. In addition, we have established specified black-out periods, as described below.

Prohibited Trading Periods. While it is never permissible to trade based on material non-public information, we are implementing the following procedures to help prevent inadvertent violations of this

Policy and avoid even the appearance of an improper transaction (which could result, for example, where Company personnel engage in a trade while unaware of a pending major development).

(1) Company Wide Black-Out Periods Applicable to All Company Personnel. All Company personnel and Related Persons are prohibited from trading in any of the Company's securities during the following periods:

- from the time each such individual becomes aware of the material information (the black-out start times often vary) until the beginning of the second business day after the day the Company has made a public announcement of material information, including earnings releases, unless the information released is complex, in which case it may be necessary to extend this period and the Company will notify you by e-mail of any such extension of the black-out period; and
- during other specified periods when significant developments or announcements are anticipated, as notified by the Company via email.

The Company will notify you by e-mail when you and your Related Persons may not trade (or request pre-clearance to trade) in the Company's securities during periods when significant developments or announcements are anticipated. The Company will also notify you when trading restrictions are lifted. *Of course, even during periods when trading is permitted, no one, including persons or entities who do not fall within the definition of Related Persons, should trade in the Company's securities if he or she possesses material non-public information.*

(2) Additional Black-Out Periods Applicable to the Board of Directors, Executive Officers and Restricted Employees. In addition to being subject to the trading procedures applicable to all Company personnel (above), members of the Company's Board of Directors, executive officers, Restricted Employees and Related Persons of all such individuals are also subject to additional trading procedures and restrictions during the following periods:

- the period beginning on the 10th day prior to the last day of the close of each fiscal quarter (e.g., for the quarter ended March 31, the black-out period would begin on March 21) until the beginning of the second business day after the release of the Company's financial results for each quarter and, in the case of the fourth quarter, financial results for the year end; and
- any other periods as determined by the Company.

“Restricted Employees” shall mean key advisors and staff who, at any given point in time, by virtue of their position and involvement with the Company, are or are likely to be exposed to material non-public information, as identified and directly notified by the Policy Administrator or his or her designee.

Exceptions for Certain Transactions.

(1) Gifts. Bona fide gift transactions are subject to this Policy, including the pre-clearance procedures of this Policy, provided that gifts may occur during black-out periods if the recipient of the gift agrees not to sell the Company’s securities until the trading restrictions are lifted.

(2) Mutual Funds and Exchange Traded Funds. Transactions in mutual funds and exchange traded funds that are invested in the Company’s securities are not transactions subject to this Policy.

(3) Transactions Involving Company Equity Plans. Except as otherwise noted below, this Policy does not apply to the following transactions:

- Stock Option Exercises. This Policy does not apply to the exercise of a stock option acquired pursuant to the Company’s equity plans, or to the exercise of a share withholding right pursuant to which a person has elected to have the Company withhold shares subject to an option to pay the exercise price or satisfy tax withholding requirements. This Policy does apply, however, to any sale of stock as part of a broker-assisted cashless exercise of an option, or any other market sale of stock for the purpose of generating the cash needed to pay the exercise price and/or taxes upon the exercise of an option.
- Restricted Stock Awards and Restricted Stock Unit Awards. This Policy does not apply to the vesting of restricted stock or restricted stock units, or the exercise of a share withholding right pursuant to which a person elects to have the Company withhold shares of stock to satisfy tax withholding requirements upon the vesting of

any restricted stock or restricted stock unit. This Policy does apply, however, to any market sale of restricted stock or shares received upon vesting of restricted stock units for the purpose of generating the cash needed to pay the taxes associated with the vesting.

- Employee Stock Purchase Plan. This Policy does not apply to purchases of the Company’s securities under the Company’s employee stock purchase plan, if any. This Policy does apply, however, to subsequent sales or other transfers of such securities.

- *Other Transactions with the Company.* Any other purchase of the Company's securities from the Company or sales of the Company's securities to the Company are not subject to this Policy.

(4) Rule 10b5-1 Trading Plans. Notwithstanding the restrictions and prohibitions on trading in the Company's securities set forth in this Policy, persons subject to this Policy are permitted to effect transactions in the Company's securities pursuant to approved trading plans established under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act Trading Plans"), provided that the Trading Plan is established while the person is not in possession of material non-public information, and final rules and amendments adopted that the Trading Plan is not entered into during any applicable Company-imposed black-out period. The use of any such Trading Plan by the Securities Company's Board of Directors, executive officers, Restricted Employees and Exchange Commission (the "each of their Related Persons must comply with the Company's Rule 10b5-1 Trading Plan Policy, set forth on SEC Addendum A") to implement the aforementioned legislation. hereto.

II. Pre-Clearance of All Acquisitions, Sales and Other Transfers by Certain Company Personnel and Their Related Persons. Administration In order to ensure compliance with this Policy and with any Section 16 reporting requirements, all transactions in the Company's securities (including acquisitions, sales, gifts and other transfers, whether or not for value), including the execution of Trading Plans, by members of the Company's Board of Directors, executive officers, Restricted Employees and each of their Related Persons, must be pre-cleared by the Policy Administrator. If you are a member of one of the groups listed above and you contemplate a transaction in the Company's securities, you must seek prior clearance from the Policy Administrator or other designated individual prior to executing the transaction. The Policy Administrator will use his or her reasonable best efforts to provide approval or disapproval within two business days. You must wait until receiving pre-clearance before you or your Related Persons execute the transaction. Neither the Company nor the Policy Administrator shall be liable for any delays that may occur due to the pre-clearance process. If the transaction is pre-cleared by the Policy Administrator, it must be executed by the end of the second business day after the date of receipt of pre-clearance. Notwithstanding receipt of pre-clearance of a transaction, if you or any Related Person becomes aware of material non-public information about the Company after receiving the pre-clearance but prior to the execution of the transaction, you or such Related Person may not execute the transaction. Each person is responsible for determining whether he or she is in possession of material non-public information, as discussed below in Section VI. If you are a Section 16 reporting person, promptly following execution of the transaction, but in no event

later than the end of the first business day after the execution of the transaction, you must notify the Policy Administrator and provide details regarding the transaction sufficient to complete the required Section 16 filing.

Employees of the Company who are not members of the Board of Directors, executive officers or Restricted Employees may, but are not required to, pre-clear transactions in the Company's securities in the same manner as set forth above. Such employees are not required to notify the Policy Administrator following execution of the transaction.

Please note that pre-clearance does not provide Company personnel or Related Person with immunity from investigation, claims or liability. It is the responsibility of the individual to comply with the federal securities regulations.

VI. Individual Responsibility

Persons subject to this Policy have ethical and legal obligations to maintain the confidentiality of information about the Company and to refrain from engaging in transactions in the Company's securities while in possession of material non-public information. Each individual is responsible for making sure that he or she complies with this Policy, and that any Related Person, whose transactions are subject to this Policy, also complies with this Policy. In all cases, the responsibility for determining whether an individual is in possession of material non-public information rests with that individual, and any action on the part of the Company, the Policy Administrator or any other employee or director pursuant to this Policy (or otherwise) does not in any way constitute legal advice or insulate an individual from liability under applicable securities laws. You may be subject to legal penalties and disciplinary action by law enforcement officials and/or the Company for any conduct prohibited by this Policy or applicable securities laws, as described in Section IV above.

Tipping Information to Others. Company personnel must not disclose non-public information about the Company to others outside the Company who do not have an obligation to maintain the confidentiality of such information. If the outsider trades on such information, penalties for insider trading may apply in these situations whether or not you derive any monetary benefit from the other person's trading activities. Material non-public information is sometimes inadvertently disclosed or overheard in casual, social conversations. Please take care to avoid such disclosures.

Prevention of Insider Trading by Others. If you become aware of a potential insider trading violation, you must immediately advise our Policy Administrator and/or report the matter using the Company's anonymous whistleblower reporting procedures. You should also take steps, where appropriate, to prevent persons under your supervision and/or control from using material non-public information for trading purposes. Moreover, Company-imposed sanctions, including termination for cause, could result if an employee fails to comply with this Policy.

Confidentiality. Serious problems could be caused for the Company by the unauthorized disclosure of internal information about the Company, whether or not for the purpose of facilitating improper trading in the Company's securities. Company personnel must closely

safeguard material non-public information even within the Company, and only share it with colleagues on a need-to-know basis. Company personnel should not discuss internal Company matters or developments (whether or not you think such information is material) with anyone outside of the Company (including, but not limited to, family, friends, business associates, investors and expert consulting firms), except as required in the performance of regular corporate duties. This prohibition applies specifically (but not exclusively) to inquiries about the Company that may be made by the financial press, investment analysts or others in the financial community and also includes posting material non-public information on any social media platforms. It is important that all such communications on behalf of the Company be made only through an authorized officer under carefully controlled circumstances. Unless you are expressly authorized to the contrary, if you receive any inquiries of this nature, you should decline comment and refer the inquirer to the Vice President of Corporate Communications and Investor Relations. Please review the Company's separate Regulation FD Policy, which governs all public communications with people outside the Company.

VII. Additional Prohibited Transactions

Because we believe it is generally improper and inappropriate for Company personnel to engage in short-term or speculative transactions involving the Company's securities, it is our policy that Company personnel and Related Persons not engage in any of the following activities, except in each case in limited circumstances with prior approval of the Policy Administrator:

- trading in the Company's securities on a short-term basis. Any shares of Company common stock purchased in the open market must be held for a minimum of six months and ideally longer;
- purchasing of financial instruments (including prepaid variable forward contracts, equity swaps, puts, calls, straddles, collars and exchange funds) that are designed to hedge or offset any decrease in the market value of the Company's equity securities and entering into other transactions with the same economic effect, including short sales;
- borrowing or other arrangements involving the pledge of Company securities as collateral for a loan or holding such securities in a margin account; and

- selling a security future that establishes a position that increases in value as the value of the underlying equity security decreases.

VIII. Post-Termination Transactions

This Policy shall will no longer apply to any individual after that individual's termination of service to the Company. However, if an individual is in possession of material non-public information when his or her service terminates, that individual may not trade in the Company's securities until that information has become public or is no longer material. It would be administered prudent for the individual, if he or she is subject to a black-out period upon termination of service, to refrain from trading until those restrictions no longer apply to Company personnel.

IX. Company Assistance

Any person who has any questions about specific transactions or this Policy in general may obtain additional guidance from the Policy Administrator. Remember, however, the ultimate responsibility for adhering to this Policy and avoiding improper transactions rests with you. In this regard, please use your best judgment when considering a transaction in the Company's securities.

X. Transactions by the Board or, if so designated by the Board, the Compensation Committee Company

The Company will not engage in transactions in Company securities, except in compliance with applicable securities laws.

XI. Certifications

As a condition to employment, all employees will be required to certify their understanding of and intent to comply with this Policy. Members of the Board in which case references herein of Directors, Senior Management and other personnel may be required to the Board shall be deemed references to the Compensation Committee. Any determinations made by the Board shall be final and binding certify compliance on all affected individuals. an annual basis.

III. Covered Executives

ADDENDUM A

RULE 10b5-1 TRADING PLAN POLICY

This Rule 10b5-1 Trading Plan Policy applies to members of the Company's current and former Board of Directors, executive officers, Restricted Employees and each of their Related Persons who use or seek to use a Trading Plan ("Participants"). Capitalized terms used herein and not otherwise defined are defined as determined by set forth in the Board in accordance with Insider Trading Policy.

1. Trading Plan Establishment

A. No Trading Plan may become effective (that is, no transaction may occur) until the requirements of Section 10D Participant has (i) delivered a complete copy of the Exchange Act and any applicable rules or standards adopted by the SEC and any national securities exchange on which the Company's securities are listed, and such other employees who may from time to time be deemed subject Trading Plan to the Policy Administrator, (ii) certified that such Participant is not aware of any material non-public information about the Company and that such Participant is adopting the Trading Plan in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1 and (iii) received the written acknowledgment by the Board ("Company to enter into the Trading Plan. Additionally, Participants entering into a Trading Plan must act in good faith with respect to that Trading Plan during its term. Disclosure regarding a Trading Plan's adoption may, at the Company's discretion, be made through a press release or Current Report on Form 8-K.

B. Covered Executives Each Trading Plan must be a written plan or binding agreement entered into with a national brokerage firm or other financial professional reasonably acceptable to the Company. Trading Plans must use a Company-approved template.

C. The Trading Plan may only be adopted during the generally applicable quarterly open trading window described in the Company's Insider Trading Policy and at a time when the Trading Plan Participant does not otherwise possess material, non-public information concerning the Company.

D. Purchases or sales pursuant to a Trading Plan may not occur until expiration of a cooling-off period that ends no earlier than thirty (30) days after adoption of the Trading Plan, and if the Participant is a director or officer (as defined in Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended), no earlier than the later of (i) ninety (90) days after adoption of the Trading Plan or (ii) two business days following the disclosure of the Company's financial results in a Quarterly Report on Form 10-Q or Annual Report on Form 10-K for the completed fiscal quarter in which the Trading Plan was established; provided that the required cooling-off period for directors and officers is subject to a maximum of one hundred twenty (120) days after adoption of the Trading Plan (in each case, the "Cooling Off Period").

IV. E. Incentive-Based Compensation A Participant may have only one Trading Plan with respect to the Company's securities in operation at any time, except as follows:

(i) Participants may have one additional Trading Plan under which trading is not authorized to begin until after all trades under the earlier-commencing Trading Plan are completed or expired without execution, provided, however, that if the first trade under the later-commencing Trading Plan is scheduled during the Effective Cooling-Off Period (as defined below), the later-commencing Trading Plan may not rely upon this exception. The "Effective Cooling-Off Period" means the cooling-off period that would be applicable to the later-commencing Trading Plan if the date of adoption of the later-commencing Trading Plan were deemed to be the date of termination of the earlier-commencing Trading Plan; and

(ii) Participants may enter into a Trading Plan providing for sell-to-cover transactions that sell only such securities as are necessary to satisfy tax withholding obligations arising exclusively from the vesting of a compensatory award. This exception does not apply to sales made to cover taxes in connection with the exercise of stock option awards.

F. A Participant may purchase or sell securities pursuant to a Trading Plan designed to cover a single trade only one time during any consecutive twelve (12) month period.

For purposes 2. Plan Amendments

Any Trading Plan amendment, modification or change to the amount, price, or timing of the purchase or sale of securities (or a modification or change to a written formula or algorithm, or computer program that affects the amount, price, or timing of the purchase or sale of Company securities) under the Trading Plan is deemed to be a termination of such Trading Plan and the adoption of a new Trading Plan, and must comply with all requirements of this Policy **incentive-based compensation ("Incentive-Based Compensation")** includes any compensation that is granted, earned, or vested based wholly or in part upon applicable to the attainment of any financial reporting measures that are determined and presented in accordance with the accounting principles ("**GAAP Measures**") used in preparing the Company's financial statements and any measures derived wholly or in part from such measures, as well as non-GAAP Measures, stock price, and total shareholder return (collectively, "**Financial Reporting Measures**"); however, it does not include: (i) base salaries; (ii) discretionary cash bonuses; (iii) awards (either cash or equity) that are solely based upon subjective, strategic or operational standards or standards unrelated to Financial Reporting Measures, and (iv) equity awards that vest solely on completion **adoption** of a specified employment period or without any performance condition. Incentive-Based Compensation is considered received **new Trading Plan**.

3. **Plan Termination**

Early termination of Trading Plans should occur only in unusual circumstances, and the fiscal period during which the applicable reporting measure is attained, even if the payment or grant effectiveness of such award occurs after the end of that period. If an award is subject to both time-based and performance-based vesting conditions, the award is considered received upon satisfaction of the performance-based conditions, even if such an award continues to a Trading Plan termination will be subject to the time-based vesting conditions.

For the purposes of this Policy, Incentive-Based Compensation may include, among other things, any prior review and approval of the following: Company. If a Trading Plan is terminated, disclosure regarding such termination may, at the Company's discretion, be made through a press release or Current Report on Form 8-K. Furthermore, in the event a Participant terminates a Trading Plan, Participant will be subject to the required Cooling-Off Period before engaging in any new transactions in Company securities or adopting a new Trading Plan.

•4. **Annual bonuses and other short- and long-term cash incentives. Miscellaneous**

- A. **Stock options.**
 - Stock appreciation rights.
 - Restricted stock or restricted stock units.
 - Performance shares or performance units.

For purposes of this Policy, Financial Reporting Measures may include, among other things, any Consistent with Section VII of the following:

- Company stock price.
- Total shareholder return.

-
- Revenues.
 - Net income.
 - Earnings before interest, taxes, depreciation, and amortization (EBITDA).
 - Funds from operations.
 - Liquidity measures such as working capital Company's Insider Trading Policy, which prohibits transactions that are designed to hedge or operating cash flow.
 - Return measures such as return on invested capital or return on assets.
 - Earnings measures such as earnings per share.

V. Recoupment; Accounting Restatement

In offset any decrease in the event the Company is required to prepare an accounting restatement market value of its financial statements due to the Company's material noncompliance with any financial reporting requirement under U.S. equity securities laws, including any required accounting restatement to correct an error in previously issued financial statements that (i) is material to the previously issued financial statements or (ii) is not material to previously issued financial statements, but that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period, the Board will require reimbursement or forfeiture of any excess Incentive-Based Compensation received by any Covered Executive during the three completed fiscal years immediately preceding the date on which the Company is required to prepare the accounting restatement (the "Look-Back Period"). For the purposes of this Policy, the date on which the Company is required to prepare an accounting restatement is the earlier of (i) the date the Board concludes or reasonably should have concluded that the Company is required to prepare a restatement to correct a material error, and (ii) the date a court, regulator, or other legally authorized body directs the Company to restate its previously issued financial statements to correct a material error. The Company's obligation to recover erroneously awarded compensation is not dependent on if or when the restated financial statements are filed.

Recovery of the Incentive-Based Compensation is only required when the excess award is received by a Covered Executive (i) after the beginning of their service as a Covered Executive, (ii) who served as an executive officer at any time during the performance period for that Incentive-Based Compensation, (iii) while the Company has a class of securities listed on a national securities exchange or a national securities association, and (iv) during the Look-Back Period immediately preceding the date on which the Company is required to prepare an accounting restatement.

VI. Excess Incentive Compensation: Amount Subject to Recovery

The amount of Incentive-Based Compensation subject to recovery is the amount the Covered Executive received in excess of the amount of Incentive-Based Compensation that would have been paid to the Covered Executive had it been based on the restated financial statements, as determined by the Board. The amount subject to recovery will be calculated on a pre-tax basis.

For Incentive-Based Compensation received as cash awards, the erroneously awarded compensation is the difference between the amount of the cash award that was received (whether payable in a lump sum or over time) and the amount that should have been received applying the restated Financial Reporting Measure. For cash awards paid from bonus pools, the erroneously awarded Incentive-Based Compensation is the pro rata portion of any deficiency that results from the aggregate bonus pool that is reduced based on applying the restated Financial Reporting Measure.

For Incentive-Based Compensation received as equity awards that are still held at the time of recovery, entering into the amount subject to recovery is Trading Plan, the number of shares or other equity awards received or vested in excess Participant may not be, and during the term of the number that should have been received Trading Plan may not become, a party to a corresponding or vested applying the restated Financial Reporting Measure. If the equity award has been exercised, but the underlying shares have not been sold, the erroneously awarded compensation is the number of shares underlying the award.

In instances where the hedging transaction involving Company is not able to determine the amount of erroneously awarded Incentive-Based Compensation directly from the information in the accounting restatement, the amount will be based on the Company's reasonable estimate of the effect of the accounting restatement on the applicable measure. In such instances, the Company will maintain documentation of the determination of that reasonable estimate.

VII. securities. Method of Recoupment

The Board will determine, in its sole discretion, subject to applicable law, the method for recouping Incentive-Based Compensation hereunder, which may include, without limitation:

- requiring reimbursement of cash Incentive-Based Compensation previously paid;
- seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based awards;
- offsetting the recouped amount from any compensation otherwise owed by the Company to the Covered Executive;
- cancelling outstanding vested or unvested equity awards; and/or
- taking any other remedial and recovery action permitted by law, as determined by the Board.

VIII. No Indemnification; Successors

The Company shall not indemnify any Covered Executives against the loss of any incorrectly awarded Incentive-Based Compensation. This Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.

IX. Exception to Enforcement

The Board shall recover any excess Incentive-Based Compensation in accordance with this Policy unless such recovery would be impracticable, as determined by the Board in accordance with Rule 10D-1 of the Exchange Act and any applicable rules or standards adopted by the SEC and the listing standards of any national securities exchange on which the Company's securities are listed.

X. Interpretation

The Board is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. It is intended that this Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Exchange Act and any applicable rules or standards adopted by the SEC and any national securities exchange on which the Company's securities are listed.

XI. Effective Date

This Policy shall be effective as of the date it is adopted by the Board (the "**Effective Date**") and shall apply to Incentive-Based Compensation that is received by a Covered Executive on or after that date, as determined by the Board in accordance with applicable rules or standards adopted by the SEC and the listing standards of any national securities exchange on which the Company's securities are listed.

XII. Amendment; Termination

The Board may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary to comply with any rules or standards adopted by the SEC and the listing standards of any national securities exchange on which the Company's securities are listed. The Board may terminate this Policy at any time.

XIII. Other Recoupment Rights

Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement and any other legal remedies available to the Company.

B. The Company has the right at any time to require additional and/or different requirements in connection with the modification or termination of a Trading Plan in order to protect the Participant and the Company from potential liability. The Company may suspend Trading Plans immediately upon notice to the Trading Plan Participant for any reason, including but not limited to as underwritten public offerings, private placement transactions or other material events of the Company.

C. In accordance with SEC rules and regulations, the Company will disclose in Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K whether, during the Company's last fiscal quarter, any director or officer adopted or terminated (i) a Trading Plan for the purchase or sale of Company securities that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or (ii) a non-Rule 10b5-1 trading arrangement. In such disclosure, the Company will provide a description of the material terms of such trading arrangement, including the name and title of the director or officer, the date of adoption or termination of the trading arrangement, the duration of the trading arrangement, and the aggregate number of Company securities to be sold or purchased under the trading arrangement.

D. The Trading Plan Participant will be solely responsible for determining the Trading Plan's compliance with Rule 10b5-1 and other applicable laws and regulations. Acknowledgement of a Trading Plan by the Company should not be characterized or understood to signify consent, approval or a legal opinion as to the Trading Plan's compliance with Rule 10b5-1 or other applicable laws and regulations.

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Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

(1) Registration Statement (Form S-3 No. 333-278726) of Intra-Cellular Therapies, Inc.,

(2) Registration Statement (Form S-8 No. 333-280463) pertaining to the Intra-Cellular Therapies, Inc. Amended and Restated 2018 Equity Incentive Plan of Intra-Cellular Therapies, Inc.,

(3) Registration Statement (Form S-8 No. 333-243716) pertaining to the Intra-Cellular Therapies, Inc. Amended and Restated 2018 Equity Incentive Plan of Intra-Cellular Therapies, Inc.,

(4) Registration Statement (Form S-8 No. 333-236828) pertaining to the Intra-Cellular Therapies, Inc. 2019 Inducement Award Plan of Intra-Cellular Therapies, Inc.,

(5) Registration Statement (Form S-8 No. 333-225799) pertaining to the Intra-Cellular Therapies, Inc. 2018 Equity Incentive Plan of Intra-Cellular Therapies, Inc.,

(6) Registration Statement (Form S-8 No. 333-205070) pertaining to the Intra-Cellular Therapies, Inc. Amended and Restated 2013 Equity Incentive Plan of Intra-Cellular Therapies, Inc.,

(7) Registration Statement (Post-Effective Amendment No. 3 to Form S-1 on Form S-3 No. 333-191238) of Intra-Cellular Therapies, Inc., and

(8) Registration Statement (Form S-8 No. 333-193310) pertaining to the ITI, Inc. 2003 Equity Incentive Plan, as amended, and the Intra-Cellular Therapies, Inc. 2013 Equity Incentive Plan of Intra-Cellular Therapies, Inc.;

of our reports dated February 22, 2024 February 21, 2025, with respect to the consolidated financial statements of Intra-Cellular Therapies, Inc. and the effectiveness of internal control over financial reporting of Intra-Cellular Therapies, Inc. included in this Annual Report (Form 10-K) of Intra-Cellular Therapies, Inc. for the year ended December 31, 2023 December 31, 2024.

/s/ Ernst & Young LLP
Baltimore, Maryland
February 22, 2024 21, 2025

Exhibit 31.1

CERTIFICATIONS UNDER SECTION 302

I, Sharon Mates, Ph.D., certify that:

1. I have reviewed this annual report on Form 10-K of Intra-Cellular Therapies, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 22, 2024 February 21, 2025

/s/ Sharon Mates, Ph.D.

Sharon Mates, Ph.D.

Chairman President and Chief Executive Officer
(principal executive officer)

CERTIFICATIONS UNDER SECTION 302

I, Lawrence J. Hineline, Sanjeev Narula, certify that:

1. I have reviewed this annual report on Form 10-K of Intra-Cellular Therapies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 22, 2024 February 21, 2025

/s/ Lawrence J. Hineline Sanjeev Narula

Lawrence J. Hineline Sanjeev Narula

Senior Executive Vice President, of Finance and Chief Financial Officer and Treasurer

(principal financial officer and principal accounting officer)

Exhibit 32.1

CERTIFICATIONS UNDER SECTION 906

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of Intra-Cellular Therapies, Inc., a Delaware corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The Annual Report for the year ended December 31, 2023 December 31, 2024 (the "Form 10-K") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 22, 2024 February 21, 2025

/s/ Sharon Mates, Ph.D.

Sharon Mates, Ph.D.

Chairman President and Chief Executive Officer
(principal executive officer)

Dated: February 22, 2024 February 21, 2025

/s/ Lawrence J. Hineline Sanjeev Narula

Lawrence J. Hineline Sanjeev Narula

Senior Executive Vice President, of Finance and Chief Financial Officer and Treasurer

(principal financial officer and principal accounting officer)

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