SUPREME COURT FOR THE STATE OF NEW YORK
NEW YORK COUNTY

JOHN SOLAK, derivatively on behalf of INTRA-CELLULAR THERAPIES, INC., Plaintiff, -v- SHARON MATES, Ph.D., JOEL S. MARCUS, SIR MICHAEL RAWLINS, M.D., RORY B. RIGGS, E. RENE SALAS, and ROBERT L. VAN NOSTRAND, Defendants, -and- INTRA-CELLULAR THERAPIES, INC., a Delaware corporation, Nominal Defendant.	Index No.: **VERIFIED SHAREHOLDER DERIVATIVE COMPLAINT**

Plaintiff, John Solak ("Plaintiff"), by his attorneys, submits this Verified Shareholder Derivative Complaint ("Complaint") in the name of, and on behalf of, nominal defendant Intra-Cellular Therapies, Inc. ("Intra-Cellular" or the "Company"), against certain directors and officers of Intra-Cellular for excessive compensation. The allegations in this Complaint are made upon Plaintiff's knowledge as to himself, and, as to all other matters, upon information and belief based on the investigation conducted by counsel and review of publicly available materials.

NATURE AND SUMMARY OF THE ACTION

1. Since fiscal year 2021, the members of Intra-Cellular's Board of Directors (the "Board") have chosen to grossly overcompensate themselves in relation to peer companies of comparable market capitalization and size, through a compensation plan that otherwise fails to

take into account any relevant metrics, such as revenue and profit, in setting and/or limiting its compensation.

2. The compensation plan not only awards directors well-above-market compensation, but it also fails to consider relevant performance metrics that typically influence director compensation, such as the Company's revenue and net income (or, in this case, negative net income).

3. Despite the Company's substantial cumulative loss since fiscal 2012, its non-employee directors are paid far beyond the range of compensation of their peers at similarly-sized public companies.

4. Plaintiff brings this action to recoup the excessive compensation paid to the Non-Employee Director Defendants (defined *infra*), and to force meaningful corporate governance reforms that will both restrict the Non-Employee Director Defendants' ability to award themselves egregious compensation and align the factors driving compensation (including grants of options to purchase the Company's stock) with the Company's performance and long-term objectives.

THE PARTIES

5. Plaintiff is an owner and holder of Intra-Cellular common stock.

6. Nominal Defendant Intra-Cellular is a Delaware corporation with its corporate headquarters located at 430 East 29th Street, New York, New York 10016. The Company is a biopharmaceutical company that is engaged in the identification, development, and commercialization of novel therapeutics for treating diseases of the central nervous system. Intra-Cellular currently has one marketed medication (CAPLYTA), and four platforms in its pre-clinical/clinical pipeline. Intra-Cellular was incorporated in Delaware on August 29, 2012, and it was created in its current form on August 23, 2013, through a merger with ITI, Inc. ("ITI," and the

"Merger"). The Company's shares currently trade on the Nasdaq Global Select Market under the symbol "ITCI."

7. Defendant Sharon Mates, Ph.D. ("Mates") has served as Intra-Cellular's Chief Executive Officer, President, and Chairman of the Board since the Merger, and served as ITI's Chief Executive Offer, President, and as a board member since June 2002.

8. Defendant Joel S. Marcus ("Marcus") has served as a member of the Board since the Merger, and served on ITI's board of directors since April 2006. Marcus also currently serves on the boards of directors of Alexandria Real Estate Equities, Inc. (NYSE:ARE), Applied Therapeutics, Inc. (NasdaqGM:APLT), and Frequency Therapeutics, Inc. (NasdaqGS:FREQ). Marcus is chairman of the Board's Compensation Committee, and a member of its Nominating and Governance Committee ("Governance Committee").

9. Defendant Sir Michael Rawlins ("Rawlins") has served as a member of the Board since June 2021, and previously served as a member of the Board from the Merger until November 2014. Rawlins also served on ITI's board of directors from May 2013 until November 2014. Rawlins is chairman of the Board's Governance Committee.

10. Defendant Rory B. Riggs ("Riggs") has served as a member of the Board since January 2014. Riggs also currently serves on the board of directors of Royalty Pharma plc (NasdaqGS:RPRX). Riggs is a member of the Board's Compensation Committee and Audit Committee.

11. Defendant E. Rene Salas ("Salas") has served as a member of the Board since April 20, 2022. Salas is a member of the Board's Audit Committee.

12. Defendant Robert L. Van Nostrand ("Van Nostrand") has served as a member of the Board since January 2014. Van Nostrand also currently serves on the board of directors of

Yield10 Bioscience, Inc. (NasdaqCM:YTEN). Van Nostrand is a member of the Board's Compensation Committee, and chairman of the Audit Committee.

13. The defendants identified in paragraphs 7-12 are referred to collectively as the "Director Defendants."

14. The defendants identified in paragraphs 8-12 are referred to collectively as the "Non-Employee Director Defendants."

THE NON-EMPLOYEE DIRECTOR DEFENDANTS BREACHED THEIR FIDUCIARY DUTIES BY AWARDING THEMSELVES AN EXCESSIVE AND UNREASONABLE LEVEL OF COMPENSATION

15. In fiscal 2021, the Company's new and continuing Non-Employee Director Defendants were paid on average $831,843, and the Company spent a total of $4,189,122 to compensate the Non-Employee Director Defendants.

16. This amount was excessive, and significantly exceeds the average director compensation for non-employee directors on boards of "large-cap" companies, companies included in the S&P 500, and even the largest companies in the country, which are included within the Top 200 Company list.[1]

17. However, Intra-Cellular is neither a Top 200 Company, member of the S&P 500, nor even a large cap company. Indeed, with a current market capitalization of approximately $5.2 billion, Intra-Cellular is considered a "mid-cap" company by most standards and was most recently a member of the Russell 2000 Value Index, Russell Small Cap Comp Value Index, Russell 2500

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1 *See* NACD and Pearl Meyer 2020-2021 Director Compensation Report (average of median total direct annual compensation of $311,955 for non-employee directors at a Top 200 Company (with market capitalizations exceeding $10 billion), and an average of median total direct annual compensation of $267,367 for non-employee directors at large-cap companies (with market capitalizations between $2.5 billion and $10 billion)); 2021 U.S. Spencer Stuart Board Index (total average compensation of $312,279 for non-employee directors at S&P 500 companies).

Value Index, Russell 3000 Value Index, and Russell 3000E Value Index, before getting dropped from those indices in June 2021.

18. Nonetheless, in fiscal year 2021, the members of Intra-Cellular's Board chose to compensate themselves at rates more than *two times* higher than directors of the largest companies in the country, and more than *three and a half times* the median of comparable mid-cap companies.[2]

19. During the same year, Intra-Cellular's non-employee director compensation also stood at a level far greater than its pharmaceutical and biotechnology peers.

20. For example, during fiscal 2021, median total direct compensation of non-employee directors at similarly-sized pharmaceuticals, biotechnology and life sciences companies stood at $401,489.[3] The same fiscal year, Intra-Cellular's Board paid itself more than two times that amount.

21. Furthermore, among the Top 200 pharmaceutical and biotechnology companies, the median compensation for non-employee directors during fiscal year 2021 was approximately $322,659 per annum.[4] Intra-Cellular's Board paid itself more than *two times* what the Top 200 pharmaceutical and biotechnology companies paid their non-employee directors during the same fiscal year.

22. By way of comparison, non-employee directors for pharmaceutical giants Merck & Co., Inc. ("Merck") and Pfizer Inc. ("Pfizer") (which are both S&P 500 constituents) earned

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[2] Based on cross-reference of FW Cook 2021 Director Compensation Report, and NACD and Pearl Meyer 2020-2021 Director Compensation Report, the average of median total annual compensation for non-employee directors of mid-cap companies ranges between $236,000 and $267,367.

[3] NACD and Pearl Meyer 2021-2022 Director Compensation Report.

[4] NACD and Pearl Meyer 2021-2022 Director Compensation Report.

considerably less than the Director Defendants in fiscal 2021, receiving $319,832 and $361,387, respectively.

23. Unlike Intra-Cellular, Merck has approximately 71,000 employees, operates in more than 140 countries and markets dozens of products.[5] In fiscal 2021, alone, Merck generated $48.70 billion in revenue and $13.05 billion in net income.

24. Similarly, Pfizer has approximately 88,300 employees, has 49 manufacturing sites, operates in more than 125 countries, and markets dozens of products.[6] In fiscal 2021, alone, Pfizer generated $81.29 billion in revenue and $21.98 billion in net income.

25. By contrast, Intra-Cellular has approximately 512 employees, operates in one country, and has one products that has reached the market.[7] In fiscal 2021, Intra-Cellular generated $81.71 million in revenue and reported $284.13 million in negative net income.

26. In fact, there was nothing exceptional or notable about the Board's workload in fiscal 2021 that could justify its excessive compensation. It was not involved in any extraordinary transactions or other complicated matters relating to the Company. Indeed, over fiscal year 2021, the Board met five times, the Audit Committee met four times, the Compensation Committee met two times, and the Governance Committee met two times, making the minimum number of meetings attended by any Non-Employee Director Defendant seven, and the maximum eleven.[8]

27. Intra-Cellular attempts to justify its director compensation levels by identifying certain self-selected "peers" in its annual proxy statements. However, those self-selected peer-

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[5] Merck, https://www.merck.com (last accessed July 5, 2022).
[6] Pfizer, https://www.pfizer.com (last accessed July 5, 2022).
[7] Intra-Cellular, https://www.intracellulartherapies.com/medicines/ (last accessed July 5, 2022); Intra-Cellular, https://www.intracellulartherapies.com/pipeline/ (last accessed July 5, 2022).
[8] This was far below the sixteen average meetings attended across corporate boards (*i.e.*, nine annual board meetings *and* six annual committee meetings). *See* FW Cook 2021 Director Compensation Report.

group companies do little to justify the Company's director compensation (and reflect poorly on the Board's process for setting compensation).

28. For example, of the fifteen companies Intra-Cellular identified as peers for determining fiscal 2021 compensation, not one company paid its directors a higher average compensation. And, even more striking, the below table illustrates that Intra-Cellular's average non-employee director compensation of $831,843 in fiscal 2021 stands at more than *two times* the average compensation awarded by all of its "peers," more than *six times* that of one "peer," and more than twice the majority of the "peers" it selected.[9]

Peer Group	**Market Cap. (Millions)**	**Fiscal 2021 Average Director Comp.**
Acceleron Pharma, Inc. (XLRN)[10]	$ 11,500	$ 417,328
Aerie Pharmaceuticals, Inc. (AERI)	$ 406	$ 166,233
Atara Biotherapeutics, Inc. (ATRA)	$ 775	$ 376,563
Biohaven Pharmaceutical Holding Company Ltd. (BHVN)	$ 10,300	$ 709,638
Deciphera Pharmaceuticals, Inc. (DCPH)	$ 878	$ 343,581
Denali Therapeutics Inc. (DNLI)	$ 3,800	$ 432,636
FibroGen, Inc. (FGEN)	$ 1,100	$ 254,123
Insmed Incorporated (INSM)	$ 2,500	$ 268,154
MacroGenics, Inc. (MGNX)	$ 187	$ 439,018
Omeros Corporation (OMER)	$ 291	$ 128,979
PTC Therapeutics, Inc. (PTCT)	$ 3,000	$ 714,180
Sage Therapeutics, Inc. (SAGE)	$ 1,900	$ 543,955
Vanda Pharmaceuticals, Inc. (VNDA)	$ 632	$ 249,240
Ziopharm Oncology, Inc. (ZIOP)[11]	$ 281	$ 368,125
Zogenix, Inc. (ZGNX)[12]	$ 1,900	$ 300,677

[9] For Intra-Cellular's self-selected peer group for fiscal 2021, see 2021 Proxy Statement, Form DEF 14A, filed with the SEC on April 21, 2022, p. 27.

[10] Company acquired by Merck in September 2021, market cap figure reflects reported merger price.

[11] Traded as Alaunos Therapeutics (TCRT) since January 2022.

[12] Company acquired by UCB in January 2022, market cap figure reflects reported merger price.

29. Moreover, the mid-cap health, biotech, and pharmaceutical companies identified in the various director compensation studies referenced herein illustrate just how outsized the Non-Employee Director Defendants' compensation is. For example, the below table contains the average annual non-employee director compensation for a cross section of mid-cap health, biotech, and pharmaceutical companies identified by Steven Hall & Partners in its 2021 Director Compensation Study:[13]

Company	**Market Cap. (Millions)**	**Fiscal 2021 Average Director Comp.**
Acadia Healthcare Co., Inc. (ACAD)	$ 2,300	$ 400,984
Bio-Techne Corp. (TECH)	$ 14,214	$ 273,884
Charles River Laboratories International, Inc. (CRL)	$ 11,100	$ 292,058
Chemed Corp. (CHE)	$ 7,200	$ 241,207
Encompass Health Corp. (EHC)	$ 4,600	$ 303,450
Haemonetics Corp. (HAE)	$ 3,500	$ 256,249
HealthEquity, Inc. (HQY)	$ 4,900	$ 280,313
ICU Medical, Inc. (ICUI)	$ 4,000	$ 222,246
LivaNova Plc (LIVN)	$3,400	$ 233,114
Masimo Corp. (MASI)	$7,500	$ 284,457
Nektar Therapeutics (NKTR)	$ 699	$ 494,220
NuVasive, Inc. (NUVA)	$ 2,600	$ 247,015

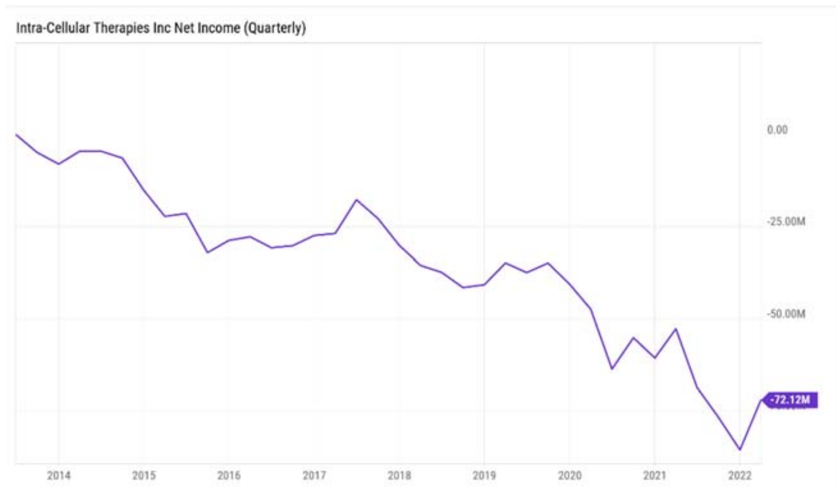
30. In comparison, Intra-Cellular's fiscal 2021 average non-employee director compensation far exceeds that of any of the peer companies identified.

31. Accordingly—by any metric, including the Company's own peer analysis—Intra-Cellular's non-employee director compensation from fiscal year 2021 was unreasonable, unfair to stockholders, and the result of an unfair and deficient compensation process.

32. And, if the sheer level of Intra-Cellular's non-employee director compensation is not shocking enough in its own regard, it certainly is when considered against the backdrop that

13 Companies that were acquired since the Steven Hall & Partners 2021 Director Compensation Study was released have been omitted from the table.

the Company has recorded a loss attributable to common stockholders every year since going public in 2012 as the Company has increased its research and development expenditures which vastly outstrip its revenues, if any. Yet, despite incurring increasingly large investments, the Board, rather than preserve the Company's resources, has resolved to award, and to continue to award, the Non-Employee Director Defendants grossly excessive levels of compensation.



33. Yet, even without ever having recorded any positive net income as a public company, the Board has decided to award to itself levels of compensation that exceed even the highest metrics, squandering the Company's limited resources on director pay rather than research and development likely to contribute to the Company's success.

34. In fact, the Company's non-director compensation practices seem to take no consideration of its financial wellbeing whatsoever. Indeed, as the Company's net losses have exponentially declined with increased investment in research and development, the Board has continued to reap compensation exceeding virtually all peers.

35. Over the past year, under a director compensation policy which was never approved by Intra-Cellular's stockholders, the average total annual director compensation of the non-

employee directors was high and out of line with the Company's peers, averaging $831,843 per director.

36. Thus, standing at a level many multiples beyond that of its appropriate peers, and rivalling or far exceeding the compensation levels of even the very largest public companies (and bio-pharmaceuticals companies in particular), the Non-Employee Director Defendants' compensation has harmed the Company and its stockholders, including the Plaintiff.

THE BOARD'S MAY 2022 NON-EMPLOYEE DIRECTOR COMPENSATION POLICY DOES NOT REMEDY THE DIRECTOR DEFENDANTS' PRIOR BREACHES

37. In what appears to be an tacit acknowledgement of the Director Defendants' liability for violating their fiduciary duty of loyalty by awarding or receiving excessive and improper compensation in fiscal year 2021 at the expense of the Company, the Compensation Committee and Board adopted a policy on May 5, 2022 (the "2022 Non-Employee Director Compensation Policy"), that capped the aggregate grant date fair value of annual stock option grants to the Company's non-employee directors at $675,000, and initial stock option grants for newly appointed or elected non-employee directors at $1,000,000.

38. The 2022 Non-Employee Director Compensation Policy replaced the previous non-employee director compensation policy, that was approved by the Compensation Committee and Board on June 21, 2021, and under which the Company's non-employee directors received an annual stock option grant to purchase 20,000 shares of the Company's common stock, and initial stock option grants for newly appointed or elected non-employee directors to purchase an additional 20,000 shares of the Company's common stock.

39. Critically, however, the 2022 Non-Employee Director Compensation Policy neither constrained future awards to within a reasonable amount of compensation awarded by peer companies, nor did anything to recoup the millions of dollars of excessive director compensation

that were already stripped from the Company and granted to the Non-Employee Director Defendants in fiscal 2021.

40. Indeed, including Intra-Cellular's 2022 Non-Employee Director Compensation Policy, the Company's stockholders have never voted on, or approved, any specific awards to the Non-Employee Director Defendants under the Company's equity and incentive compensation plans.

41. Without stockholder approval, the Board is required to prove the fairness of the compensation to the Company (which is so excessive on its face as to be a breach of the fiduciary duties owed to stockholders).

42. Without counterbalances such as stockholder approval or meaningful limitations relating to the Company's performance and long-term objectives, the Board has essentially granted itself full discretion—a blank check—to extract as much value as the directors want from the Company. Such unchecked, self-dealing has and will continue to cause harm the Company and its stockholders if not stopped.

THE DIRECTOR DEFENDANTS BREACH THEIR FIDUCIARY DUTIES BY FORCING INTRA-CELLULAR TO PAY AN EXCESSIVE TOTAL BOARD COST

43. Based on the Company's small size, limited performance track record, and superficial process for evaluating and setting compensation, the Board spends an unusually large amount in total board costs, in comparison to similarly-sized pharmaceutical, biotechnology or life sciences companies and the healthcare industry overall.

44. In effect, because the Director Defendants oversee a company that presumably requires similarly complex and exacting oversight obligations to that required from the directors at its peer companies, each of the Director Defendants costs the Company far more than their peers.

45. For sake of comparison, while the Board's total cost in fiscal 2021 was $4,189,122, the average of the median total board cost for other companies with a similar market cap over the same year was $2,350,886.[14]

46. Even more striking, the average of the median total board cost for much larger, more complex, and more demanding Top 200 companies over the same period was $3,460,413.[15]

47. With a total board cost that is far greater than the amount of an average Top 200 company, and between nearly two times that of similarly-sized companies by market cap, there can be no question but that the Director Defendants are devoting far more of the Company's precious assets to paying themselves than any plausible explanation might otherwise provide.

48. And, because the 2022 Non-Employee Director Compensation Policy does not place any limits on total board costs, and the Board is free to change its number of members, there remains nothing to stop the Director Defendants from continuing to waste the Company's assets by spending many times the amount necessary in board costs (*i.e.*, director compensation), all for purposes of self-enrichment.

49. Moreover, having a compensation plan that is entirely discretionary, not shareholder approved, and lacks any meaningful limitations or alignment to the long-term interests of Intra-Cellular and its shareholders is untenable because it gives the Non-Employee Director Defendants a blank check to write themselves year after year. Such unchecked, self-dealing wastes valuable and precious corporate assets and will continue to cause harm the Company and its shareholders if not stopped.

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[14] NACD and Pearl Meyer 2021-2022 Director Compensation Report.
[15] *Id*.

50. At bottom, Intra-Cellular's director compensation practices and policies are the antithesis of prudent corporate governance and stewardship.

DERIVATIVE AND DEMAND FUTILITY ALLEGATIONS

51. Plaintiff brings this action derivatively in the right of, and for the benefit of, Intra-Cellular to redress injuries suffered, and to be suffered, by the Company as a direct result of breaches of fiduciary duty and unjust enrichment, as well as the aiding and abetting thereof, by the Director Defendants.

52. Intra-Cellular is named as Nominal Defendant solely in a derivative capacity. This is not a collusive action to confer jurisdiction on this Court that it would not otherwise have.

53. Plaintiff will adequately and fairly represent the interests of Intra-Cellular in enforcing and prosecuting its rights.

54. Plaintiff was a stockholder of Intra-Cellular at the time of the wrongdoing complained of, has continuously been a stockholder since that time, and is a current Intra-Cellular stockholder.

55. The current Board of Intra-Cellular consists of the following eight individuals: defendants Mates, Marcus, Rawlins, Riggs, Salas, and Van Nostrand.

56. Because all Director Defendants approved the compensation at issue here and all the Non-Employee Director Defendants receive the challenged compensation, the Director Defendants stand on both sides of the compensation awards. All of the Non-Employee Director Defendants have been offered, have received, or stand to receive the challenged compensation, and thus derived or stand to derive a personal financial benefit from and had a direct interest in the transactions at issue in this case. The Director Defendants therefore are not disinterested and will

have the burden of proving the entire fairness of their compensation. There is more than a reasonable doubt that the directors could impartially consider a demand on themselves.

57. In fact, because a majority of the Non-Employee Director Defendants sit on the Compensation Committee, and approved the challenged transactions at issue in this action–Marcus, Riggs, and Van Nostrand–even if the entire fairness standard did not apply to the claims in this action (which it does), the demand requirement would still be excused.

58. Further, each of the Director Defendants has wasted the Company's assets by agreeing to and awarding or accepting to be awarded the improper compensation detailed herein as no disinterested director would take advantage of the opportunity to award compensation well beyond a company's peers and in utter disregard of the Company's financial operations.

59. Plaintiff declined to serve a litigation demand on the Board because it is readily apparent that such an effort would have been futile based upon, *inter alia*:

a. the Non-Employee Director Defendants stand on both sides of the challenged compensation awards, having approved the compensation and received and benefitted from it as well;

b. the challenged compensation constitutes a substantial and personal benefit to the Non-Employee Director Defendants; and

c. each of the Non-Employee Director Defendants has wasted the Company's assets by maintaining the unfair director compensation policy and practices and having approved the improper compensation detailed herein.

60. Based on the allegations herein, specifically the fact that the Board has approved grossly excessive compensation for its non-employee members without regard to meaningful limits, the compensation paid by peers, or the Company's finances and lack of operating revenue,

it is apparent that the Non-Employee Director Defendants are self-interested, lack independence, and that the challenged compensation practices and policies cannot satisfy the entire fairness standard to the Company and its stockholders.

61. Further, the Non-Employee Director Defendants could not independently consider a pre-suit demand for litigation because doing so would require them to scrutinize their own conduct relating to the excessive compensation they approved for themselves. In other words, "[i]t strains reason to [believe] that a defendant–director could act independently to evaluate the merits of bringing a legal action against any of the other defendants if the director participated in the identical challenged misconduct." *In re Inv'rs Bancorp, Inc. Stockholder Litig.*, 177 A.3d 1208, 1226 (Del 2017), *as rev*. (Dec. 19, 2017).

62. Accordingly, demand would be futile and is therefore excused.

FIRST CAUSE OF ACTION

Against the Director Defendants for Breach of Fiduciary Duty

63. Plaintiff incorporates by reference and realleges each and every allegation contained above, as though fully set forth herein.

64. The Director Defendants violated their fiduciary duty of loyalty by awarding or receiving excessive and improper compensation at the expense of the Company.

65. As a direct and proximate result of the Director Defendants' breaches of their fiduciary obligations, Intra-Cellular has sustained significant damages, as alleged herein.

66. As a result of the misconduct alleged herein, the Director Defendants are liable to the Company.

67. Plaintiff, on behalf of Intra-Cellular, has no adequate remedy at law.

SECOND CAUSE OF ACTION

Against the Non-Employee Director Defendants for Unjust Enrichment

68. Plaintiff incorporates by reference and realleges each and every allegation contained above, as though fully set forth herein.

69. By their wrongful acts and omissions, the Non-Employee Director Defendants were unjustly enriched at the expense of and to the detriment of Intra-Cellular.

70. The Non-Employee Director Defendants were unjustly enriched as a result of the compensation they received while breaching fiduciary duties owed to Intra-Cellular.

71. Plaintiff, as stockholder and representative of Intra-Cellular, seeks restitution from the Non-Employee Director Defendants, and each of them, and seeks an order of this Court disgorging all profits, benefits, and other compensation obtained by these defendants, and each of them, from their wrongful conduct and fiduciary breaches.

72. Plaintiff, on behalf of Intra-Cellular, has no adequate remedy at law.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff, on behalf of Intra-Cellular, demands judgment as follows:

A. Against all of the Director Defendants and in favor of the Company for the amount of damages sustained by the Company as a result of the Director Defendants' breaches of fiduciary duties and unjust enrichment;

B. Directing the Board to take all necessary actions to reform and improve its corporate governance and internal procedures to comply with applicable laws and to protect Intra-Cellular and its stockholders from a repeat of the breaches described herein. In particular, the Board must incorporate meaningful limitations on compensation in relation to the Company's financial performance and then present such changes to the stockholders for a vote;

C. Extraordinary equitable and injunctive relief as permitted by law, equity, and state statutory provisions sued hereunder, including attaching, impounding, imposing a constructive trust on, or otherwise restricting the proceeds of defendants' trading activities or their other assets so as to assure that Plaintiff on behalf of Intra-Cellular has an effective remedy;

D. Awarding to Intra-Cellular restitution from Non-Employee Director Defendants, and each of them, and ordering disgorgement of all profits, benefits, and other compensation obtained by the Non-Employee Director Defendants;

E. Awarding to Plaintiff the costs and disbursements of the action, including reasonable attorneys' fees, accountants' and experts' fees, costs, and expenses; and

F. Granting such other and further relief as the Court deems just and proper.

Dated: New York, New York
July 8, 2022

Respectfully submitted,

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