

Vanda Pharmaceuticals Inc.  
Form 4  
December 24, 2014

**FORM 4**

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
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2015  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Flynn James E

(Last) (First) (Middle)

780 THIRD AVENUE, 37TH  
FLOOR,

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Vanda Pharmaceuticals Inc. [VNDA]

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

12/23/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director ☒ 10% Owner  
\_\_\_\_ Officer (give title below) ☒ Other (specify below)

Possible Member of 10% Group

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/23/2014		P	11,100 A	\$ 14.23	1,285,881 I	Through Deerfield Partners, L.P. (1) (2)
Common Stock	12/23/2014		P	13,900 A	\$ 14.23	1,598,601 I	Through Deerfield International Master Fund, L.P. (1) (2)
Common Stock	12/23/2014		P	13,320 A	\$ 14.48	1,299,201 I	Through Deerfield Partners, L.P.

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								<u>(1)</u> <u>(2)</u>
Common Stock	12/23/2014	P	16,680	A	\$ 14.48	1,615,281	I	Through Deerfield International Master Fund, L.P. <u>(1)</u> <u>(2)</u>
Common Stock	12/23/2014	P	11,100	A	\$ 14.5	1,310,301	I	Through Deerfield Partners, L.P. <u>(1)</u> <u>(2)</u>
Common Stock	12/23/2014	P	13,900	A	\$ 14.5	1,629,181	I	Through Deerfield International Master Fund, L.P. <u>(1)</u> <u>(2)</u>
Common Stock	12/23/2014	P	8,880	A	\$ 14.33	1,319,181	I	Through Deerfield Partners, L.P. <u>(1)</u> <u>(2)</u>
Common Stock	12/23/2014	P	11,120	A	\$ 14.33	1,640,301	I	Through Deerfield International Master Fund, L.P. <u>(1)</u> <u>(2)</u>
Common Stock	12/23/2014	P	11,100	A	\$ 14.3	1,330,281	I	Through Deerfield Partners, L.P. <u>(1)</u> <u>(2)</u>
Common Stock	12/23/2014	P	13,900	A	\$ 14.3	1,654,201	I	Through Deerfield International Master Fund, L.P. <u>(1)</u> <u>(2)</u>
Common Stock	12/23/2014	P	16,434	A	\$ 14.48	1,346,715	I	Through Deerfield Partners, L.P. <u>(1)</u> <u>(2)</u>
Common Stock	12/23/2014	P	20,580	A	\$ 14.48	1,674,781	I	Through Deerfield International Master Fund, L.P. <u>(1)</u> <u>(2)</u>
Common Stock						610,588	I	Through Deerfield Special Situations

Common Stock	507,703	I	Fund, L.P. <sup>(1)</sup> <u>(2)</u>
			Through Deerfield Special Situations International Master Fund, L.P. <sup>(1)</sup> <sup>(2)</sup>

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

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SEC 1474  
(9-02)

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

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flynn James E 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017		X		Possible Member of 10% Group
Deerfield Mgmt L.P. 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017		X		Possible Member of 10% Group
DEERFIELD MANAGEMENT CO 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017		X		Possible Member of 10% Group

Deerfield International Master Fund, L.P.  
780 3RD AVENUE  
37TH FLOOR  
NEW YORK, NY 10017

X

Possible Member of 10% Group

DEERFIELD PARTNERS, LP  
780 THIRD AVENUE, 37TH FLOOR  
NEW YORK, NY 10017

X

Possible Member of 10% Group

## Signatures

/s/ Jonathan Isler

12/24/2014

\_\_\_\_\_  
Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
  
This Form 4 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons"). Deerfield Mgmt, L.P. is the general partner of Deerfield Special Situations Fund, L.P.,  
(1) Deerfield Special Situations International Master Fund, L.P., Deerfield Partners, L.P. and Deerfield International Master Fund, L.P. (collectively, the "Funds"). Deerfield Management Company, L.P. is the investment manager of the Funds. James E. Flynn is the sole member of the general partner of each of Deerfield Mgmt, L.P. and Deerfield Management Company, L.P.  
  
In accordance with Instruction 5 (b)(iv) to Form 3, the entire amount of the Issuer's securities held by the Funds is reported herein. For  
(2) purposes of Section 16 of the Securities Exchange Act of 1934, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

### Remarks:

Jonathan Isler, Attorney-in-Fact: Power of Attorney, which is hereby incorporated by reference to Exhibit 24 to a Form 3 with

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

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