Vanda Pharmaceuticals Inc.

Form 4

September 11, 2015

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

Symbol

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per

5. Relationship of Reporting Person(s) to

Issuer

Estimated average response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

Polymeropoulos Mihael Hristos

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

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

		Vand	Vanda Pharmaceuticals Inc. [VNDA]			NDA]	(Check all applicable)		
	(First) NSYLVANIA , SUITE 300E	(Mont)	e of Earliest n/Day/Year) 1/2015	Transaction			X Director X Officer (give ti	10%	Owner r (specify
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) WASHINGTON, DC 20037				Ar _X —	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Ta	able I - Non	-Derivative	Secur	ities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Code	orDisposed of (Instr. 3, 4	of (D)		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	09/09/2015		M	42,747	A	\$ 4.73	800,894	D	
Common Stock	09/09/2015		S	29,577 (1)	D	\$ 12.5092 (2)	771,317	D	
Common Stock	09/10/2015		M	147,626	A	\$ 4.73	918,943	D	
Common Stock	09/10/2015		S	102,162 (1)	D	\$ 12.7298	816,781	D	

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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. Transactio Code (Instr. 8)	ransactiorDerivative ode Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 4.73	09/09/2015		M		42,747	<u>(4)</u>	12/19/2015	Common Stock	42,747
Employee Stock Option (Right to Buy)	\$ 4.73	09/10/2015		M		147,626	<u>(4)</u>	12/19/2015	Common Stock	147,62

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Polymeropoulos Mihael Hristos 2200 PENNSYLVANIA AVENUE SUITE 300E WASHINGTON, DC 20037	X		President and CEO				

Signatures

/s/ Mihael Hristos
Polymeropoulos 09/10/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

Reporting Owners 2

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Represents shares of common stock sold to cover the payment of the option exercise price and to satisfy tax obligations relating to exercise of the option, which is scheduled to expire on December 19, 2015.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.50 to \$12.55, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnotes (2) and (3) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.50 to \$12.87, inclusive.
- (4) Became exercisable with respect to 25% of the shares on December 29, 2006 and with respect to an additional 2.08333% of the aggregate shares each month thereafter.

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