Vanda Pharmaceuticals Inc.

Form 4

March 12, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005
Estimated average

0.5

burden hours per response...

5. Relationship of Reporting Person(s) to

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

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Baroldi Paolo		Symbol	Symbol				Issuer			
Vanda P			Pharmaceuticals Inc. [VNDA]				(Check all applicable)			
(First)	(Middle)	3. Date o	f Earliest Tr	ansaction			(Chech an approvation)			
		(Month/I					Director	10%	Owner	
·							X Officer (give title Other (specify			
AVENUE, SUITE 300E			13/10/2013				below) below)			
0112002							SVP & CI	nief Medical Of	ficer	
(Street) 4. If Amer			endment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)						Applicable Line)				
								1 0		
ΓON, DC 2003	37						Form filed by M Person	Iore than One Re	porting	
(State)	(Zip)	Tab	le I - Non-D	Perivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
2. Transaction D	ate 2A. Dee	emed	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of	
ity (Month/Day/Year) Execution Date, i							Securities	Ownership	Indirect	
	2				5)	· · · · · · · · · · · · · · · · · · ·				
	(Month	/Day/Year)	(Instr. 8)					Ownership (Instr. 4)		
								` '	(IIISII. 4)	
					(A)		•	(111341. 4)		
			~		or					
			Code V	Amount	(D)	Price	· ·			
03/10/2015			M	12.500	Α	(1)	34,485	D		
				,		_	.,	_		
03/10/2015			M	5,000	A	<u>(1)</u>	39,485	D		
						\$				
03/10/2015			$S^{(2)}$	8.940	D	10.54	30.545	D		
03/10/2013			~ _	0,7 .0	_	(3)	,	_		
	(First) SYLVANIA SUITE 300E (Street) FON, DC 2003 (State) 2. Transaction D (Month/Day/Yea 03/10/2015	(First) (Middle) SYLVANIA SUITE 300E (Street) FON, DC 20037 (State) (Zip) 2. Transaction Date (Month/Day/Year) Executi any (Month/Oay/Year) 03/10/2015	Symbol Vanda I (First) (Middle) 3. Date o (Month/I SYLVANIA 03/10/2 SUITE 300E (Street) 4. If Ame Filed(Month/I CON, DC 20037 (State) (Zip) Tabi 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year) 03/10/2015	Symbol Vanda Pharmace (First) (Middle) 3. Date of Earliest Tr (Month/Day/Year) SYLVANIA 03/10/2015 (Street) 4. If Amendment, Da Filed(Month/Day/Year) (State) (Zip) Table I - Non-D 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Transactic any Code (Month/Day/Year) (Instr. 8) Code V 03/10/2015 M 03/10/2015 M	Symbol Vanda Pharmaceuticals In (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) SYLVANIA 03/10/2015 SUITE 300E (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) FON, DC 20037 (State) (Zip) Table I - Non-Derivative State) (Month/Day/Year) 2. Transaction Date 2A. Deemed 3. 4. Securit (Month/Day/Year) Execution Date, if Transaction(A) or Disany Code (Instr. 3, 4 (Month/Day/Year) (Instr. 8) Code V Amount 03/10/2015 M 12,500 03/10/2015 M 5,000	Symbol Vanda Pharmaceuticals Inc. [V (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) SYLVANIA O3/10/2015 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) FON, DC 20037 (State) (Zip) Table I - Non-Derivative Securi 2. Transaction Date (Month/Day/Year) Execution Date, if Transactior(A) or Disposed any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D) 03/10/2015 M 12,500 A 03/10/2015 M 5,000 A	Symbol Vanda Pharmaceuticals Inc. [VNDA] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) SYLVANIA 03/10/2015 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) FON, DC 20037 (State) (Zip) Table I - Non-Derivative Securities Acquired (Month/Day/Year) 2. Transaction Date (Month/Day/Year)	Symbol Vanda Pharmaceuticals Inc. [VNDA] (Chec (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (SYLVANIA 03/10/2015 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities any (Month/Day/Year) (Month/Day/Year) (Instr. 8) (A) Owned Following Reported Transaction(s) (Instr. 3 and 4) (A) Owned Following Reported Transaction(s) (Instr. 3 and 4) (A) Owned Following Reported Transaction(s) (Instr. 3 and 4) (A) Owned Following Reported Transaction(s) (Instr. 3 and 4)	Symbol Vanda Pharmaceuticals Inc. [VNDA] (Check all applicable Vanda Pharmaceuticals Vanda Pharmaceutica	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	TransactionDerivative Code 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 or Number of Shares
Restricted Stock Unit	(1)	03/10/2015		M	1	2,500	<u>(4)</u>	(5)	Common Stock	12,500
Restricted Stock Unit	<u>(1)</u>	03/10/2015		M	4	5,000	<u>(6)</u>	<u>(5)</u>	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	100% Owner	Officer	Other			

Baroldi Paolo 2200 PENNSYLVANIA AVENUE SUITE 300E WASHINGTON, DC 20037

SVP & Chief Medical Officer

Signatures

/s/ Paolo Baroldi 03/11/2015

**Signature of 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) Each Restricted Stock Unit ("RSU") represents a contingent right to receive a share of the Issuer's common stock.
- (2) Represents shares of the Issuer's common stock sold to satisfy tax obligations relating to the acquisition of shares of the Issuer's common stock in connection with the settlement of the vested portion of RSUs as reflected in this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.46 to \$10.65, 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 this footnote (3) to this Form 4.
- The RSUs shall vest in four (4) equal annual installments beginning January 1, 2014, provided Reporting Person has remained in (4) continuous service with the Issuer on each applicable vesting date. Vested shares will be delivered on the First Permissible Trading Day (as defined in the RSU Agreement) that occurs on or after the day when the RSUs vest.

Reporting Owners 2

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(5) Not Applicable.

The RSUs shall vest in four (4) equal annual installments beginning January 1, 2015, provided Reporting Person remains continuously (6) employed by the Issuer through each annual vesting date. Vested shares will be delivered on the First Permissable Trading Day (as defined in the RSU Agreement) that occurs on or after the day when the RSUs vest.

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.