FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D C	20540
wasiiiigton,	D.C.	20049

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
hours per response:	0.5								

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 Instruction 1(b)

																			- 1	
Name and Address of Reporting Person* Chrousos Phaedra					2. Issuer Name and Ticker or Trading Symbol Vanda Pharmaceuticals Inc. [VNDA]							(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
21110415	oo i iiaca				\vdash								-	Directo	or		10% Ov	vner		
(Last)	(F	irst)	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 05/22/2024									Officer below)	(give title		Other (s below)	specify	
C/O VANDA PHARMACEUTICALS INC.				4	f Amo	andment !	Date o	of Original	Eilad	(Month/Do	av/Vear)		6 15/	6 Individual or Joint/Croup Filing (Chook Applicable						
2200 PENNSYLVANIA AVENUE, SUITE 300E				".'	4. If Amendment, Date of Original Filed (Month/Day/Year)							Line)	6. Individual or Joint/Group Filing (Check Applicable .ine)							
2200 PENNS I LVANIA AVENUE, SUITE 300E														X	X Form filed by One Reporting Person					
(Street)	ICTON D	G	20027												Form f Persor		e than	One Repo	rting	
WASHIN	NGTON D	C	20037				401.5	4 ()	_											
					- KI	Rule 10b5-1(c) Transaction Indication														
(City)	(S	tate)	(Zip)		-	Cha	ck this hov	to indi	cate that a	ranca	ction was m	nade nureus	ent to	a contra	ct instructio	n or written i	nlan th	at is intended	l to	
												0b5-1(c). S				ii oi wiilleii j	pian in	at is intended		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
		Tab	le I - Nor	ı-Deriv	ative	e Se	curities	s Ac	quired,	Dis	oosed o	f, or Be	nefi	icially	Owned					
1. Title of Security (Instr. 3) 2. Transa Date (Month/D					Execution Date,			3. Transaction Code (Instr. 3, 4) 8) 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4) 5)			4 and Securities Beneficiall Owned Fo		Forn Sollowing (I) (Ir		m: Direct or Indirect	7. Nature of Indirect Beneficial Ownership				
										.,		(A) or Price			Reported Transaction(s)			(Instr. 4)		
						Code V Amount				(D)		Price	(Instr. 3							
Common Stock 05/22				2/202	4		A 21,887 ⁽¹⁾ A \$0 64,1		,125	25 D										
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
				e.g., p	outs,	call	s, warr	ants	, option	s, c	onvertil	ble secu	uriti	es)						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Dat if any (Month/Day/Ye	Date,	4. Transa Code (l 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable Expiration Date (Month/Day/Year)			of Securities		urity	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership ct (Instr. 4)	
													Am	ount						
									D-4-				Nu	mber						
					Code	v	(A)	(D)	Date Exercisab		xpiration ate	Title	of Sha	ares						
Stock Option (right to	\$5.14	05/22/2024			A		40,202		(2)	0	5/21/2034	Common Stock	40	,202	\$0	40,202	2	D		

Explanation of Responses:

- 1. Represents shares of common stock underlying a time-based restricted stock unit award (RSU). 100% of the shares subject to this RSU will vest on May 22, 2025, provided that the Reporting Person has provided continuous service to the Issuer through the vesting date.
- 2. This option vests and becomes exercisable with respect to 100% of the option shares on May 22, 2025, provided that the Reporting Person has provided continuous service to the Issuer through the vesting

/s/ Phaedra Chrousos

05/24/2024

** Signature of Reporting Person

Date

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

- * 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.