FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, [	D.C. 20549
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Check this box if no longer subject
to Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(h)

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     Williams Timothy						2. Issuer Name and Ticker or Trading Symbol  Vanda Pharmaceuticals Inc. [ VNDA ]									tionship of Reporti all applicable) Director Officer (give title		ng Pe	rson(s) to Is  10% Over (see the content of the con	wner	
(Last) 2200 PE SUITE 3	(First) (Middle) PENNSYLVANIA AVENUE					3. Date of Earliest Transaction (Month/Day/Year) 03/02/2023									below)		below) neral Counsel			
(Street) WASHINGTON DC 20037 (City) (State) (Zip)						4. If Amendment, Date of Original Filed (Month/Day/Year)								ine) X	X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Table	I - N	on-Deriva	tive S	Secui	rities	Ac	quire	d, Di	sposed of	f, or E	Benefic	ially	Own	ed				
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/You				Year)	Execution Date		·			4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a			and 5) Securi Benefi		ities Fo icially (D d Following (I)		n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount	(A) or (D)	Price		Transa	saction(s) r. 3 and 4)			(111541. 4)	
Common Stock 03/02/202						23			S <sup>(1)</sup>	П	8,437	D	\$6.24	2445(2)		111,814		D		
Common Stock 03/03/202					23				<b>S</b> <sup>(1)</sup>		8,301	D	\$6.250	507(3)		103,513		D		
	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)	rivative Conversion Date Execution Date, curity or Exercise (Month/Day/Year) if any				Transaction Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date		Amount of Securities Underlying Derivative Security (Ins 3 and 4)		Der Sec (Ins	rice of ivative urity tr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exer	cisable	Expiration Date	Title	Amount or Number of Shares							

## **Explanation of Responses:**

- 1. 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. Such sale was executed pursuant to an irrevocable election made by the Reporting Person during an open trading window under a program approved by the Compensation Committee of the Issuer's
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.2327 to \$6.265, 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 (2) 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 \$6.22 to \$6.28, 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.

## Remarks:

03/06/2023 /s/ Timothy Williams

\*\* 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.