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

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

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**Vanda Pharmaceuticals Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of incorporation or organization)

**03-0491827**  
(I.R.S. Employer Identification No.)

**2200 Pennsylvania Avenue NW**  
**Suite 300E**  
**Washington, DC**  
(Address of principal executive offices)

**20037**  
(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

Title of each class  
to be so registered  
**Preferred Stock Purchase Right**

Name of each exchange on which  
each class is to be registered  
**The Nasdaq Global Market**

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

**Securities Act registration statement or Regulation A offering statement file number to which this form relates:**  
**Not Applicable.**

**Securities to be registered pursuant to Section 12(g) of the Act:**  
**None.**

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## **Item 1. Description of Registrant's Securities to be Registered.**

On April 17, 2024, the Board of Directors (the "Board") of Vanda Pharmaceuticals Inc., a Delaware corporation (the "Company"), authorized and declared a dividend distribution of one right (each, a "Right") for each outstanding share of common stock, par value \$0.001 per share (the "Common Stock"), of the Company to stockholders of record as of the close of business on April 29, 2024 (the "Record Date"). Each Right entitles the registered holder to purchase from the Company one one-thousandth of a share of Series A Junior Participating Preferred Stock, par value \$0.001 per share (the "Preferred Stock"), of the Company at an exercise price of \$25.00 (the "Exercise Price"), subject to adjustment. The complete terms of the Rights are set forth in a Rights Agreement (the "Rights Agreement"), dated as of April 17, 2024, between the Company and Equiniti Trust Company, LLC, a limited trust company organized under the laws of the State of New York, as rights agent. Capitalized terms used herein but otherwise not defined shall have the meanings as set forth in the Rights Agreement.

The Board adopted the Rights Agreement in response to an unsolicited acquisition proposal made by Future Pak, LLC, an affiliate of Woodward Pharma Services, LLC ("Woodward") as represented to the Company by the Co-Chief Executive Officer of Woodward on April 1, 2024. In general terms, the Rights Agreement works by imposing a significant penalty upon any person or group that acquires beneficial ownership of 10% or more of the shares of Common Stock without the prior approval of the Board. In general, any person will be deemed to beneficially own any securities (a) as to which such person has any agreement, arrangement or understanding with another person for the purpose of acquiring, holding, voting or disposing of any shares of Common Stock or (b) that are the subject of a derivative transaction or constitute a derivative security. As a result, the overall effect of the Rights Agreement and the issuance of the Rights may be to render more difficult or discourage a merger, tender or exchange offer or other business combination involving the Company that is not approved by the Board. However, neither the Rights Agreement nor the Rights should interfere with any merger, tender or exchange offer or other business combination approved by the Board.

The following is a summary of the terms of the Rights, the Rights Agreement and the Preferred Stock. The summary does not purport to be complete and is qualified in its entirety by the full text of the Certificate of Designation (as defined below) and the Rights Agreement, copies of which are attached as Exhibits 3.1 and 4.1 hereto and are incorporated herein by reference.

### ***Distribution and Transfer of Rights; Rights Certificates***

The Board has declared a dividend of one Right for each outstanding share of Common Stock. Prior to the Distribution Date referred to below:

- the Rights will be evidenced by and trade with the certificates for the Common Stock (or, with respect to any uncertificated Common Stock registered in book entry form, by notation in book entry), and no separate rights certificates will be distributed;
- new Common Stock certificates issued after the Record Date will contain a legend incorporating the Rights Agreement by reference (for uncertificated Common Stock registered in book entry form, this legend will be contained in a notation in book entry); and
- the surrender for transfer of any certificates for Common Stock (or the surrender for transfer of any uncertificated Common Stock registered in book entry form) will also constitute the transfer of the Rights associated with such Common Stock.

Rights will accompany any new shares of Common Stock that are issued after the Record Date.

### ***Distribution Date***

Subject to certain exceptions specified in the Rights Agreement, the Rights will separate from the Common Stock and become exercisable following (1) the 10th Business Day after the public announcement that a person or group of affiliated or associated persons (such person or group, an "Acquiring Person") has acquired beneficial ownership of 10% or more of the Common Stock or (2) the 10th Business Day (or such later date as may be determined by the Board) after a person or group announces a tender or exchange offer that would result in ownership by a person or group of 10% or more of the Common Stock. For purposes of the Rights Agreement, beneficial ownership is defined to include the ownership of derivative securities.

The date on which the Rights separate from the Common Stock and become exercisable is referred to as the “Distribution Date.”

After the Distribution Date, the Company will mail Rights certificates to the Company’s stockholders as of the close of business on the Distribution Date and the Rights will become transferable and trade independently from the Common Stock. Thereafter, such Rights certificates alone will represent the Rights.

#### ***Preferred Stock Purchasable Upon Exercise of Rights***

After the Distribution Date, each Right will entitle the holder to purchase, for the Exercise Price (i.e., \$25.00) one one-thousandth of a share of Preferred Stock having economic and other terms similar to that of one share of Common Stock. This portion of a share of Preferred Stock is intended to give the stockholder approximately the same dividend, voting and liquidation rights as would one share of Common Stock, and should approximate the value of one share of Common Stock.

Each one one-thousandth of a share of Preferred Stock, if issued, will:

- not be redeemable;
- entitle holders to quarterly dividend payments of \$0.001 per one one-thousandth of a share of Preferred Stock, or an amount equal to the dividend paid on one share of Common Stock, whichever is greater;
- entitle holders upon liquidation either to receive \$1 per one one-thousandth of a share of Preferred Stock or an amount equal to the payment made on one share of Common Stock, whichever is greater;
- have the same voting power as one share of Common Stock; and
- entitle holders to a payment per one one-thousandth of a share of Preferred Stock equal to the payment made on one share of Common Stock if the Common Stock is exchanged via merger, consolidation or a similar transaction.

#### ***Flip-In Trigger***

If an Acquiring Person obtains beneficial ownership of 10% or more of the Common Stock, then each Right will entitle the holder thereof to purchase, for the Exercise Price, a number of shares of Common Stock (or, in certain circumstances, cash, property or other securities of the Company) having a then-current market value of twice the Exercise Price.

Following the occurrence of an event set forth in preceding paragraph, all Rights that are or, under certain circumstances specified in the Rights Agreement, were beneficially owned by an Acquiring Person or certain of its transferees will be void.

#### ***Flip-Over Trigger***

If, after an Acquiring Person obtains 10% or more of the Common Stock, (1) the Company merges into another entity, (2) an acquiring entity merges into the Company or (3) the Company sells or transfers more than 50% of its assets, cash flow or earning power, *then* each Right (except for Rights that have previously been voided as set forth above) will entitle the holder thereof to purchase, for the Exercise Price, a number of shares of Common Stock of the person engaging in the transaction having a then-current market value of twice the Exercise Price.

### ***Redemption of the Rights***

The Rights will be redeemable at the Company's option for \$0.001 per Right (payable in cash, Common Stock or other consideration deemed appropriate by the Board) at any time on or prior to the time as any Person becomes an Acquiring Person. Immediately upon the action of the Board ordering redemption, the Rights will terminate and the only right of the holders of the Rights will be to receive the \$0.001 redemption price. The redemption price will be adjusted if the Company undertakes a stock dividend or a stock split.

### ***Exchange Provision***

At any time after the date on which an Acquiring Person beneficially owns 10% or more of the Common Stock and prior to the acquisition by the Acquiring Person of 50% of the Common Stock, the Board may exchange the Rights (except for Rights that have previously been voided as set forth above), in whole or in part, for Common Stock at an exchange ratio of one share of Common Stock per Right (subject to adjustment). In certain circumstances, the Company may elect to exchange the Rights for cash or other securities of the Company having a value approximately equal to one share of Common Stock.

### ***Term; Expiration of the Rights***

The Rights have a one (1) year term, unless the Rights are earlier redeemed. Accordingly, the Rights expire on the earliest of (1) 5:00 p.m., New York City time, on April 16, 2025 (unless such date is extended) or (2) the redemption or exchange of the Rights as described above.

### ***Amendment of Terms of the Rights Agreement and Rights***

The terms of the Rights and the Rights Agreement may be amended without the consent of the holders of Rights certificates, Preferred Stock or Common Stock in order to cure any ambiguities, to correct or supplement any provision contained in the Rights Agreement which may be defective or inconsistent with any other provisions in the Rights Agreement, or to make any other provisions with respect to the Rights which the Company may deem necessary or desirable. However, from and after such time as any Person becomes an Acquiring Person, the terms of the Rights and the Rights Agreement may not be amended to adversely affect the interests of the holders of Rights.

### ***Voting Rights; Other Stockholder Rights***

The Rights will not have any voting rights. Until a Right is exercised, the holder thereof, as such, will have no separate rights as stockholder of the Company.

### ***Anti-Dilution Provisions***

The Board may adjust the Exercise Price, the number of shares of Preferred Stock issuable and the number of outstanding Rights to prevent dilution that may occur from a stock dividend, a stock split or a reclassification of the Preferred Stock or Common Stock.

With certain exceptions, no adjustments to the Exercise Price will be made until the cumulative adjustments amount to at least one percent of the Exercise Price. No fractional shares of Preferred Stock will be issued and, in lieu thereof, an adjustment in cash will be made based on the current market price of the Preferred Stock.

### ***Taxes***

The distribution of Rights should not be taxable for federal income tax purposes. However, following an event that renders the Rights exercisable or upon redemption of the Rights, stockholders may recognize taxable income.

## Item 2. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#"><u>Amended and Restated Certificate of Designation of Rights, Preferences and Privileges of Series A Junior Participating Preferred Stock of Vanda Pharmaceuticals Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on April 17, 2024).</u></a>
4.1	<a href="#"><u>Rights Agreement, dated as of April 17, 2024, by and between Vanda Pharmaceuticals Inc. and Equiniti Trust Company, LLC, as rights agent (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on April 17, 2024).</u></a>

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: April 17, 2024

VANDA PHARMACEUTICALS INC.

By: /s/ Timothy Williams

Name: Timothy Williams

Title: Senior Vice President, General Counsel and Secretary