

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

FORM 8-A/A
(Amendment No. 1)

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

Vanda Pharmaceuticals Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

03-0491827
(I.R.S. Employer
Identification no.)

9605 Medical Center Drive, Suite 300, Rockville,
Maryland 20850
(Address of principal executive offices)

20850
(Zip Code)

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

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

Rights to Purchase Series A Junior Participating
Preferred Stock

The NASDAQ Global Market

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), please 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), please check the
following box.

Securities Act registration statement file number to which this form relates:

Not applicable
(If Applicable)

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

EXPLANATORY NOTE

This Form 8-A/A is being filed solely to update the Form 8-A to include the terms provided in Amendment to Rights Agreement dated December 22, 2009 to Rights Agreement dated as of September 25, 2008 (the "Amendment"), between Vanda Pharmaceuticals Inc. (the "Company") and American Stock Transfer & Trust Company, LLC, as Rights Agent (the "Rights Agent"). A copy of the Amendment is included as Exhibit 4 to this registration statement and is incorporated herein by reference.

THE REGISTRATION STATEMENT ON FORM 8-A DATED SEPTEMBER 25, 2008, AND RELATING TO THE RIGHTS TO PURCHASE SERIES A JUNIOR PARTICIPATING PREFERRED STOCK OF THE COMPANY, IS HEREBY AMENDED AS FOLLOWS:

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

THE FIRST PARAGRAPH IN ITEM 1 IS HEREBY AMENDED AND RESTATED AS FOLLOWS:

On September 25, 2008, based on, inter alia, the recommendation of the Nominating and Governance Committee of Directors, the Board of Directors of Vanda Pharmaceuticals Inc. (the "Company") declared a dividend of one preferred share purchase right (a "Right") for each outstanding share of common stock, par value \$0.001 per share, of the Company (the "Common Stock"). The dividend is payable on October 25, 2008 to the stockholders of record on October 6, 2008 (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, of the Company (the "Preferred Stock") at a price of \$66.00 per one one-thousandth of a share of Preferred Stock (the "Purchase Price"), subject to adjustment. The description and terms of the Rights are set forth in a Rights Agreement dated as of September 25, 2008, as the same may be amended from time to time (the "Rights Agreement"), between the Company and American Stock Transfer & Trust Company, LLC, as Rights Agent (the "Rights Agent").

Item 2. **Exhibits.**

4. Amendment to Rights Agreement, dated as of December 22, 2009, between Vanda Pharmaceuticals Inc. and American Stock Transfer & Trust Company, LLC, as Rights Agent.

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.

VANDA PHARMACEUTICALS INC.

Date: December 22, 2009

By: /s/ Stephanie R. Irish

Name: Stephanie R. Irish

Title: Acting Chief Financial Officer and Treasurer

**AMENDMENT
TO
RIGHTS AGREEMENT**

This Amendment to Rights Agreement (this "Amendment") between Vanda Pharmaceuticals Inc., a Delaware corporation (the "Company"), and American Stock Transfer & Trust Company, LLC, as Rights Agent (the "Rights Agent"), is effective this 22nd day of December, 2009.

WITNESSETH:

WHEREAS, on September 25, 2008 the Company and the Rights Agent entered into that certain Rights Agreement between the Company and the Rights Agent (the "Rights Agreement");

WHEREAS, the Company desires to amend the Rights Agreement pursuant to Section 27 thereof; and

WHEREAS, the Distribution Date (as defined in the Rights Agreement) has not yet occurred and the Company has met all requirements for amendment of the Rights Agreement.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein set forth, the parties hereto agree as follows:

Section 1. Amendments.

(a) The first sentence of Section 7(b) of the Rights Agreement is deleted in its entirety and replaced with the following:

The Purchase Price shall be initially \$66.00 for each one one-thousandth of a share of Preferred Stock purchasable upon the exercise of a Right.

Section 2. Effect of this Amendment. It is the intent of the parties hereto that this Amendment constitutes an amendment of the Rights Agreement as contemplated by Section 27 thereof. This Amendment shall be deemed effective as of the date hereof upon execution and delivery by the Company as if executed by both parties hereto on such date. Except as expressly provided in this Amendment, the terms of the Rights Agreement remain in full force and effect. Unless the context clearly provides otherwise, any reference to this "Agreement" or the "Rights Agreement" shall be deemed to be a reference to the Rights Agreement as amended hereby.

Section 3. Counterparts. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute one and the same instrument.

Section 4. Governing Law. This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such state applicable to contracts to be made and performed entirely within such state.

Section 5. Severability. If any term, provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction or other authority to be invalid, illegal or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment shall remain in full force and effect and shall in no way be affected, impaired or invalidated.

Section 6. Descriptive Headings. The captions herein are included for convenience of reference only, do not constitute a part of this Amendment and shall be ignored in the construction and interpretation hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the day and year first above written.

VANDA PHARMACEUTICALS INC.

By: /s/ Mihael H. Polymeropoulos

Name: Mihael H. Polymeropoulos

Title: President/CEO

AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC

By: /s/ Herbert Lemmer

Name: Herbert Lemmer

Title: Vice-President