

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>RHO VENTURES IV LP</u> <hr/> (Last) (First) (Middle) CARNEGIE HALL TOWER 152 WEST 57TH STREET, 23RD FLOOR <hr/> (Street) NEW YORK NY 10019 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/12/2006	3. Issuer Name and Ticker or Trading Symbol <u>Vanda Pharmaceuticals Inc. [VNDA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Preferred Stock	(1)	(2)	Common Stock	300,841 ⁽⁸⁾	(3)	I	See Footnote ⁽⁴⁾
Series B Preferred Stock	(1)	(2)	Common Stock	738,108 ⁽⁸⁾	(3)	I	See Footnote ⁽⁵⁾
Series B Preferred Stock	(1)	(2)	Common Stock	708,258 ⁽⁸⁾	(3)	I	See Footnote ⁽⁶⁾
Series B Preferred Stock	(1)	(2)	Common Stock	655,485 ⁽⁸⁾	(3)	I	See Footnote ⁽⁷⁾

1. Name and Address of Reporting Person*
RHO VENTURES IV LP

 (Last) (First) (Middle)
 CARNEGIE HALL TOWER
 152 WEST 57TH STREET, 23RD FLOOR

 (Street)
 NEW YORK NY 10019

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
RHO MANAGEMENT VENTURES IV LLC

 (Last) (First) (Middle)
 CARNEGIE HALL TOWER
 152 WEST 57TH STREET, 23RD FLOOR

 (Street)
 NEW YORK NY 10019

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
RHO MANAGEMENT TRUST I

 (Last) (First) (Middle)
 CARNEGIE HALL TOWER
 152 WEST 57TH STREET, 23RD FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

RHO VENTURES IV QP LP

(Last) (First) (Middle)

CARNEGIE HALL TOWER
152 WEST 57TH STREET, 23RD FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

RHO VENTURES IV GMBH & CO
BETEILIGUNGS KG

(Last) (First) (Middle)

CARNEGIE HALL TOWER
152 WEST 57TH STREET, 23RD FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

RHO CAPITAL PARTNERS VERWALTUNGS
GMBH

(Last) (First) (Middle)

CARNEGIE HALL TOWER
152 WEST 57TH STREET, 23RD FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

RHO CAPITAL PARTNERS INC

(Last) (First) (Middle)

CARNEGIE HALL TOWER
152 WEST 57TH STREET, 23RD FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

LESCHLY MARK

(Last) (First) (Middle)

CARNEGIE HALL TOWER
152 WEST 57TH STREET, 23RD FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

KAIROUZ HABIB

(Last)	(First)	(Middle)
CARNEGIE HALL TOWER		
152 WEST 57TH STREET, 23RD FLOOR		
<hr/>		
(Street)		
NEW YORK	NY	10019
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

RUCH JOSHUA

(Last)	(First)	(Middle)
CARNEGIE HALL TOWER		
152 WEST 57TH STREET, 23RD FLOOR		
<hr/>		
(Street)		
NEW YORK	NY	10019
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

1. Immediately.
2. Not applicable.
3. Reflects the automatic conversion of each share of Series B Preferred Stock into one share of Common Stock to occur upon the close of business of the day immediately preceding the closing of the issuer's initial public offering.
4. Shares are held of record by Rho Ventures IV, L.P. Rho Management Ventures IV, L.L.C. is the general partner of Rho Ventures IV, L.P. Rho Management Ventures IV, L.L.C. disclaims beneficial ownership of the reportable securities and this report shall not be deemed an admission that Rho Management Ventures IV, L.L.C. is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein. Mark Leschly, Habib Kairouz and Joshua Ruch are the managing members of Rho Management Ventures IV, L.L.C. Each of Mark Leschly, Habib Kairouz and Joshua Ruch disclaims beneficial ownership of the reportable securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.
5. Shares are held of record by Rho Ventures IV GmbH & Co. Beteiligungs KG. Rho Capital Partners Verwaltungs GmbH is the general partner of Rho Ventures IV GmbH & Co. Beteiligungs KG. Rho Capital Partners Verwaltungs GmbH disclaims beneficial ownership of the reportable securities and this report shall not be deemed an admission that Rho Capital Partners Verwaltungs GmbH is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein. Mark Leschly, Habib Kairouz and Joshua Ruch are the managing directors of Rho Capital Partners Verwaltungs GmbH. Each of Mark Leschly, Habib Kairouz and Joshua Ruch disclaims beneficial ownership of the reportable securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.
6. Shares are held of record by Rho Ventures IV (QP), L.P. Rho Management Ventures IV, L.L.C. is the general partner of Rho Ventures IV (QP), L.P. Rho Management Ventures IV, L.L.C. disclaims beneficial ownership of the reportable securities and this report shall not be deemed an admission that Rho Management Ventures IV, L.L.C. is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein. Mark Leschly, Habib Kairouz and Joshua Ruch are the managing members of Rho Management Ventures IV, L.L.C. Each of Mark Leschly, Habib Kairouz and Joshua Ruch disclaims beneficial ownership of the reportable securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.
7. Shares are held of record by Rho Management Trust I. Rho Capital Partners, Inc. is the investment advisor of Rho Management Trust I. Rho Capital Partners, Inc. disclaims beneficial ownership of the reportable securities and this report shall not be deemed an admission that Rho Capital Partners, Inc. is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein. Mark Leschly, Habib Kairouz and Joshua Ruch are the managing partners of Rho Capital Partners, Inc. Each of Mark Leschly, Habib Kairouz and Joshua Ruch disclaims beneficial ownership of the reportable securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.
8. Reflects a 1-for-3.309755 reverse stock split to occur immediately following the effectiveness of the registration statement covering the issuer's initial public offering.

/s/ Jeffrey Martin, Authorized 04/12/2006
Signatory

** 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 5 (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.

STATEMENT APPOINTING DESIGNATED FILER

AND AUTHORIZED SIGNATORY
APRIL 12, 2006

Each of the entities listed on SCHEDULE A attached hereto (each a "Reporting Entity") and each party listed on SCHEDULE B attached hereto (each a "Reporting Individual"; together with the Reporting Entities, the "Reporting Persons") hereby authorizes and designates Rho Ventures IV, L.P. (the "Designated Filer"), to prepare and file on behalf of such Reporting Person individually, or jointly together with other Reporting Persons, any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 3, Form 4 and Form 5) that such Reporting Person may be required to file with the United States Securities and Exchange Commission or with any regulatory body, including United States federal, state and self-regulatory bodies, with respect to the Reporting Person's ownership of, or transactions in, the securities of any entity whose securities are beneficially owned (directly or indirectly) by such Reporting Person (collectively, the "Reports").

Each Reporting Person hereby further authorizes and designates Jeffrey Martin (the "Authorized Signatory") to execute and file on behalf of such Reporting Person the Reports and to perform any and all other acts, which in the opinion of a Designated Filer or such Authorized Signatory may be necessary or incidental to the performance of the foregoing powers herein granted.

The authority of the Designated Filer and Authorized Signatory under this document with respect to each Reporting Person shall continue until such Reporting Person is no longer required to file any Reports with respect to the Reporting Person's ownership of, or transactions in, securities, unless earlier revoked in writing. Each Reporting Person acknowledges that the Designated Filer and the Authorized Signatory are not assuming any of the Reporting Person's responsibilities to comply with any United States federal or state law or with any regulations promulgated thereto.

SCHEDULE A

Rho Ventures IV, L.P.
Rho
Management Ventures IV, L.L.C.
Rho Ventures IV (QP), L.P.
Rho Ventures
IV GmbH & Co. Beteiligungs KG
Rho Capital Partners Verwaltungs GmbH
Rho
Management Trust I
Rho Capital Partners, Inc.

SCHEDULE B

Mark
Leschly
Habib Kairouz
Joshua Ruch

In Witness Whereof, the
undersigned have caused this Statement Appointing
Designated Filer and
Authorized Signatory to be effective as of April 12,
2006.

Reporting Persons:

April 12, 2006

/s/ Mark Leschly

Mark Leschly

April
12, 2006

/s/ Habib Kairouz

Habib Kairouz

April 12, 2006

/s/ Joshua Ruch

Joshua Ruch

April 12, 2006

IV, L.P.

Rho Ventures

By: Rho Management Ventures IV, L.L.C.
Its

General Partner

/s/ Mark Leschly

Mark Leschly, Managing

Member

April 12, 2006

Beteiligungs KG

Rho Ventures IV GmbH & Co.

By: Rho Capital Partners Verwaltungs GmbH,
Its General Partner

/s/ Mark Leschly

Mark Leschly, Managing

Director

April 12, 2006

Rho Ventures IV (QP), L.P.

By: Rho Management Ventures IV, L.L.C.
Its General

Partner

/s/ Mark Leschly

Mark Leschly, Managing

Member

In Witness Whereof, the undersigned have caused this
Statement Appointing
Designated Filer and Authorized Signatory to be
effective as of April 12,
2006

Rho Management Trust I

By: Rho Capital Partners, Inc.
Its Investment Advisor

/s/ Mark Leschly

Mark Leschly, Managing Partner

April 12, 2006

Rho Management Ventures IV, L.L.C.

/s/ Mark

Mark Leschly,

Leschly

Managing Member

April 12, 2006

Rho Capital Partners

/s/ Mark Leschly

Mark Leschly, Managing

Director

April 12, 2006

Rho Capital Partners, Inc.

/s/ Mark Leschly

Mark Leschly, Managing Partner

JOINT FILER INFORMATION

Joint Filer Name: Rho Management Ventures IV, L.L.C.

Relationship to Issuer: 10% Owner

Address: Carnegie Hall Tower, 152 West 57th Street, 23rd Floor

Designated Filer: Rho Ventures IV, L.P.

Date of Event Requiring Statement: April 12, 2006

Issuer Name and Ticker or Trading Symbol: Vanda Pharmaceuticals, Inc. (VNDA)

Signature Rho Management Ventures IV, L.L.C.

/s/ Jeffrey Martin By: Jeffrey Martin, Authorized Signatory

Joint Filer Name: Rho Management Trust I

Relationship to Issuer: 10% Owner

Address: Carnegie Hall Tower, 152 West 57th Street, 23rd Floor

Designated Filer: Rho Ventures IV, L.P.

Date of Event Requiring Statement: April 12, 2006

Issuer Name and Ticker or Trading Symbol: Vanda Pharmaceuticals, Inc. (VNDA)

Signature Rho Management Trust I By: Rho Capital Partners, Inc.

Trustee By: /s/ Jeffrey Martin

Authorized Signatory Jeffrey Martin,

Joint Filer Name: Rho Ventures IV (QP), L.P.

Relationship to Issuer: 10% Owner

Address: Carnegie Hall Tower, 152 West 57th Street, 23rd Floor

Designated Filer: Rho Ventures IV, L.P.

Date of Event Requiring
Statement: April
12, 2006

Issuer Name and Ticker
or Trading Symbol: Vanda
Pharmaceuticals, Inc. (VNDA)

Signature Rho Ventures IV (QP),
L.P.

By: Rho Management Ventures IV, L.L.C.
Its

General Partner

By: /s/ Jeffrey Martin

Authorized Signatory Jeffrey Martin,

Joint Filer Name: Rho Ventures IV GmbH & Co.
Beteiligungs KG

Relationship to Issuer: 10% Owner

Address: Carnegie Hall Tower, 152 West 57th Street,
23rd
Floor

Designated Filer: Rho Ventures IV, L.P.

Date of Event
Requiring
Statement: April 12, 2006

Issuer Name and Ticker
or Trading Symbol: Vanda Pharmaceuticals, Inc. (VNDA)

Signature
Rho Ventures IV GmbH & Co. Beteiligungs KG

By: Rho Capital

Partners Verwaltungs GmbH

By: /s/ Jeffrey Martin

Authorized Signatory Jeffrey Martin,

Joint Filer

Name: Rho Capital
Partners Verwaltungs GmbH

Relationship to Issuer: 10% Owner

Address: Carnegie Hall Tower, 152 West 57th Street,
23rd Floor

Designated Filer: Rho Ventures IV, L.P.

Date of Event Requiring
Statement: April 12, 2006

Issuer Name and Ticker
or Trading
Symbol: Vanda Pharmaceuticals, Inc. (VNDA)

Signature Rho
Capital Partners Verwaltungs GmbH

By: /s/ Jeffrey Martin

Jeffrey

Martin, Authorized Signatory

Joint Filer Name: Rho Capital
Partners, Inc.

Relationship to Issuer: 10% Owner

Address: Carnegie Hall Tower, 152 West 57th Street,
23rd
Floor

Designated Filer: Rho Ventures IV, L.P.

Date of Event
Requiring
Statement: April 12, 2006

Issuer Name and Ticker
or Trading Symbol: Vanda Pharmaceuticals, Inc. (VNDA)

Signature Rho Capital Partners, Inc.
By: Rho Capital
Partners, Inc. Trustee
By: /s/ Jeffrey Martin

Jeffrey Martin,
Authorized Signatory

Joint Filer Name: Mark Leschly

Relationship to Issuer: 10% Owner

Address: Carnegie Hall Tower,
152 West 57th Street,
23rd Floor

Designated Filer: Rho
Ventures IV, L.P.

Date of Event Requiring
Statement: April 12,
2006

Issuer Name and Ticker
or Trading Symbol: Vanda
Pharmaceuticals, Inc. (VNDA)

Signature Mark Leschly

By: /s/ Jeffrey Martin

Jeffrey Martin,
Authorized Signatory

Joint Filer Name: Habib Kairouz

Relationship to Issuer: 10% Owner

Address: Carnegie Hall Tower,
152 West 57th Street,

Designated Filer: Rho
Ventures IV, L.P.

Date of Event Requiring Statement: April 12, 2006

Issuer Name and Ticker or Trading Symbol: Vanda Pharmaceuticals, Inc. (VNDA)

Signature Habib Kairouz

By: /s/ Jeffrey Martin

Authorized Signatory Jeffrey Martin,

Joint Filer Name: Joshua Ruch

Relationship to Issuer: 10% Owner

Address: Carnegie Hall Tower,
152 West 57th Street, 23rd Floor

Designated Filer: Rho
Ventures IV, L.P.

Date of Event Requiring Statement: April 12, 2006

Issuer Name and Ticker or Trading Symbol: Vanda Pharmaceuticals, Inc. (VNDA)

Signature Joshua Ruch

By: /s/ Jeffrey Martin

Authorized Signatory Jeffrey Martin,