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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 7, 2009

VANDA PHARMACEUTICALS INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-51863
(Commission File No.)

03-0491827
(IRS Employer Identification No.)

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

Registrant's telephone number, including area code: **(240) 599-4500**

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On May 7, 2009, Vanda Pharmaceuticals Inc. (“Vanda”) issued a press release announcing that Tang Capital Partners, LP has ended its proxy contest by withdrawing its nominations of director candidates for election to Vanda’s Board of Directors and its stockholder proposal to liquidate Vanda. The full text of this press release is furnished as Exhibit 99.1 to this Form 8-K.

The information in Item 8.01 of this Form 8-K and the press release furnished as Exhibit 99.1 to this Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Vanda Pharmaceuticals Inc. dated May 7, 2009.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VANDA PHARMACEUTICALS INC.

By: /s/ STEPHANIE IRISH

Name: Stephanie Irish

Title: Acting Chief Financial Officer

Dated: May 7, 2009



**Vanda Pharmaceuticals Announces Withdrawal of Director Nominees and Proposal
to Liquidate Submitted by Tang Capital**

Rockville, MD. (May 7, 2009) — Vanda Pharmaceuticals Inc. (NASDAQ: VNDA) (“Vanda” or the “Company”) announced today that Tang Capital Partners, LP (“TCP”) has ended its proxy contest by withdrawing its nominations of director candidates for election to Vanda’s Board of Directors and its stockholder proposal to liquidate the Company. TCP had previously notified the Company of its intention to solicit proxies for the election of two of its candidates to the Vanda Board at the Company’s 2009 Annual Meeting and for its proposal that the Board take action to liquidate the Company.

Kevin Tang, the managing director of the general partner of TCP, notified Vanda of TCP’s intention not to pursue a proxy contest on May 6, 2009 in an email to Vanda’s Chief Executive Officer, Mihael H. Polymeropoulos, M.D. and Chairman of the Board, Argeris N. Karabelas, Ph.D. TCP’s withdrawal of its nominations and stockholder proposal follows Vanda’s announcement that the U.S. Food & Drug Administration had granted marketing approval of its product, Fanapt™ (iloperidone), for the acute treatment of adult patients with schizophrenia.

About Vanda

Vanda Pharmaceuticals Inc. is a biopharmaceutical company focused on the development and commercialization of clinical-stage products for central nervous system disorders. For more on Vanda, please visit <http://www.vandapharma.com>.

IMPORTANT INFORMATION/SOLICITATION PARTICIPANTS LEGEND

Vanda Pharmaceuticals Inc. and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Vanda in connection with the upcoming annual meeting of stockholders. Stockholders may obtain information regarding the names, affiliations and interests of such individuals in Vanda’s proxy statement filed with the Securities and Exchange Commission (the “SEC”) on April 2, 2008, for the 2008 annual meeting. To the extent holdings of Vanda’s securities have changed since the information set forth in that proxy statement, such changes have been reflected on Initial Statements of Beneficial Ownership of Securities on Form 3 and Statements of Change in Ownership of Securities on Form 4 filed with the SEC. Updated information regarding the names, affiliations and interests of these directors and executive officers in connection with the matters to be voted on at the annual meeting will be included in the proxy statement filed by Vanda in connection with the annual meeting. In addition, Vanda files annual, quarterly and special reports, proxy and information statements, and other information with the SEC. These documents are available free of charge at the SEC’s web site at www.sec.gov or from Vanda at www.vandapharma.com. **STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT CAREFULLY WHEN IT IS AVAILABLE, AS IT WILL CONTAIN IMPORTANT INFORMATION THAT STOCKHOLDERS SHOULD CONSIDER BEFORE MAKING ANY VOTING OR INVESTMENT DECISION.**

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