

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

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>Moran Kevin Patrick</u>			2. Date of Event Requiring Statement (Month/Day/Year) 03/15/2020		3. Issuer Name and Ticker or Trading Symbol <u>Vanda Pharmaceuticals Inc. [VNDA]</u>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Acting CFO & Treasurer</u>			5. If Amendment, Date of Original Filed (Month/Day/Year)	
C/O VANDA PHARMACEUTICALS INC. 2200 PENNSYLVANIA AVENUE, SUITE 300E						6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
(Street) WASHINGTON DC 20037							
(City) (State) (Zip)							

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)
Common Stock	14,237	D	
Common Stock	2,532 ⁽¹⁾	D	
Common Stock	12,578 ⁽²⁾	D	
Common Stock	18,750 ⁽³⁾	D	
Common Stock	12,656 ⁽⁴⁾	D	
Common Stock	635	I	By Wife

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			
Stock Option (Right to Buy)	(5)	02/11/2026	Common Stock	6,750	7.94	D	
Stock Option (Right to Buy)	(5)	12/03/2024	Common Stock	15,000	12.27	D	
Stock Option (Right to Buy)	(5)	12/02/2023	Common Stock	15,000	11.59	D	
Stock Option (Right to Buy)	(5)	12/07/2022	Common Stock	7,500	3.12	D	

Explanation of Responses:

- Represents shares of common stock underlying a time-based restricted stock unit award ("RSU"). The RSU will vest in full on March 1, 2021, provided the Reporting Person remains continuously employed by the Issuer through such vesting date. Vested shares will be delivered on the First Permissible Trading Day (as defined in the RSU Agreement) that occurs on or after the day when the RSUs vest.
- Represents shares of common stock underlying an RSU award. One-half of the RSU will vest on February 28, 2021, and the remaining one-half of the RSU will vest on February 28, 2022, provided the Reporting Person remains continuously employed by the Issuer through each vesting date. Vested shares will be delivered on the First Permissible Trading Day (as defined in the RSU Agreement) that occurs on or after the day when the RSUs vest.
- Represents shares of common stock underlying an RSU award. The RSU vests in three (3) equal annual installments with the first annual vest taking place on March 1, 2021, provided the Reporting Person remains continuously employed by the Issuer through each annual vesting date. Vested shares will be delivered on the First Permissible Trading Day (as defined in the RSU Agreement) that occurs on or after the day when the RSUs vest.
- Represents shares of common stock underlying an RSU award. The RSU vests in four (4) equal annual installments with the first annual vest taking place on March 1, 2021, provided the Reporting Person remains continuously employed by the Issuer through each annual vesting date. Vested shares will be delivered on the First Permissible Trading Day (as defined in the RSU Agreement) that occurs on or after the day when the RSUs vest.
- The option is fully vested and immediately exercisable.

Remarks:

/s/ Kevin Patrick Moran 03/24/2020

** 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.