

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Repella Robert</u> <hr/> (Last) (First) (Middle) 2200 PENNSYLVANIA AVENUE SUITE 300E <hr/> (Street) WASHINGTON DC 20037 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vanda Pharmaceuticals Inc. [ VNDA ]</u>	5. 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>SVP &amp; Chief Commercial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/19/2013</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/19/2013		s <sup>(1)</sup>		2,885	D	\$12.0724 <sup>(2)</sup>	21,490	D	
Common Stock	11/20/2013		M		40,515	A	\$5.9	62,005	D	
Common Stock	11/20/2013		S		40,515	D	\$11.8884 <sup>(3)</sup>	21,490	D	
Common Stock	11/21/2013		M		23,040	A	\$5.9	44,530	D	
Common Stock	11/21/2013		M		34,570	A	\$3.12	79,100	D	
Common Stock	11/21/2013		S		64,100	D	\$12.1184 <sup>(4)</sup>	15,000	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (Right to Buy)	\$5.9	11/20/2013		M		40,515	(5)	10/24/2021	Common Stock 40,515	\$0.00	189,485	D	
Employee Stock Option (Right to Buy)	\$5.9	11/21/2013		M		23,040	(5)	10/24/2021	Common Stock 23,040	\$0.00	166,445	D	
Employee Stock Option (Right to Buy)	\$3.12	11/21/2013		M		34,570	(6)	12/06/2022	Common Stock 34,570	\$0.00	21,680	D	

Explanation of Responses:

- Represents shares of the Issuer's common stock sold to satisfy tax obligations relating to the acquisition of shares of the Issuer's common stock in connection with the settlement of certain Restricted Stock Units.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.03 to \$12.15, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnotes (2), (3) and (4) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.80 to \$12.115, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.80 to \$12.46, inclusive.
- The option becomes exercisable with respect to 25% of the shares after 12 months of continuous service with the Issuer, with the balance becoming exercisable in equal monthly installments over the next 36 months of continuous service thereafter.
- 50% of the shares subject to this option shall vest in 48 equal monthly installments beginning January 7, 2013 (the "Initial Vesting Date"), provided Reporting Person remains continuously employed by the Issuer through the Initial Vesting Date. 50% of the shares subject to this option shall vest upon acceptance by the U.S. Food and Drug Administration of the Issuer's New Drug Application Filing for tasimelteon for the treatment of Non-24-Hour Disorder (the "Vesting Event"), provided Reporting Person remains continuously employed by the Issuer through the Vesting Event.

Remarks:

/s/ Robert Repella

11/21/2013

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 4 (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.**