

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Jones Aranthan II</u> (Last) (First) (Middle) C/O VANDA PHARMACEUTICALS INC. 2200 PENNSYLVANIA AVENUE, SUITE 300E (Street) WASHINGTON DC 20037 (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>Chief Corp. Affairs Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2021	
	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	02/24/2021		A		25,800	A	(1)	101,287	D	
Common Stock	02/24/2021		M		22,499	A	\$12.27	123,786	D	
Common Stock	02/24/2021		S(2)		22,986	D	\$20.0136(3)	100,800	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$20.28	02/24/2021		A		61,200		(4)	02/23/2031	Common Stock	61,200	\$0.00	61,200	D	
Employee Stock Option (Right to Buy)	\$12.27	02/24/2021		M		22,499		(5)	07/24/2029	Common Stock	22,499	\$0.00	37,501	D	

Explanation of Responses:

- Represents shares of common stock underlying a time-based restricted stock unit award ("RSU"). The RSU vests in four (4) equal annual installments with the first annual vest taking place on March 1, 2022, 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.
- A portion of the shares were sold to satisfy the exercise price and tax obligations relating to the acquisition of the shares in connection with the stock option exercise.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.00 to \$20.08, 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 this footnote (2) to this Form 4.
- The option vests with respect to 25% of the underlying shares on February 24, 2022, with the balance vesting in equal monthly installments over the next 36 months of continuous service thereafter, provided the Reporting Person provides continuous service to the Issuer through the applicable vesting date.
- The option vested and became exercisable with respect to 25% of the shares subject to the option on July 25, 2020, and the remaining 75% of the shares vests in 36 equal monthly installments beginning August 25, 2020, provided the Reporting Person remains continuously employed by the issuer through each monthly vesting date.

Remarks:

/s/ Aranthan S. Jones II 02/26/2021
 ** 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 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.