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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): August 6, 2013**

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**VANDA PHARMACEUTICALS INC.**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34186**  
(Commission  
File Number)

**03-0491827**  
(IRS Employer  
Identification No.)

**2200 Pennsylvania Avenue NW**  
**Suite 300E**  
**Washington, DC**  
(Address of principal executive offices)

**20037**  
(Zip Code)

**Registrant's telephone number, including area code: (202) 734-3400**

(Former name or former address, if changed since last report)

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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 DFR 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 August 6, 2013, Vanda Pharmaceuticals Inc. issued a press release announcing that it intended to make a public offering of its common stock. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**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 August 6, 2013.

**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.**

Dated: August 6, 2013

By: /s/ James P. Kelly  
James P. Kelly  
Senior Vice President, Chief Financial Officer, Secretary, and Treasurer

**Vanda Pharmaceuticals Inc. Proposes Public Offering of Common Stock**

WASHINGTON, August 6, 2013 /PRNewswire/ – **Vanda Pharmaceuticals Inc. (Vanda) (NASDAQ: VNDA)** today announced that it intends to offer and sell shares of its common stock in an underwritten public offering. The offering is subject to market conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering. Vanda also expects to grant the underwriters a 30-day option to purchase up to an additional 15% of the shares of common stock offered in the public offering to cover over-allotments, if any. All of the shares in the offering are to be sold by Vanda, with net proceeds to be used for sales and marketing expenditures which may include commercial launch activities for tasimelteon for the treatment of Non-24-Hour Disorder following the receipt of regulatory approval, if any, research and development activities and other general corporate purposes.

Lazard Capital Markets LLC and Piper Jaffray & Co. are acting as the joint book-running managers of the offering.

A shelf registration statement on Form S-3 relating to the public offering of the shares of common stock described above was filed with the Securities and Exchange Commission (SEC) and declared effective by the SEC on February 11, 2011. A preliminary prospectus supplement relating to and describing the terms of the offering will be filed with the SEC and will be available on the SEC's web site at [www.sec.gov](http://www.sec.gov). When available, copies of the preliminary prospectus supplement relating to these securities may also be obtained from the offices of Lazard Capital Markets LLC at 30 Rockefeller Plaza, 60th Floor, New York, NY, 10020 or via telephone at (800) 542-0970 or the offices of Piper Jaffray & Co., by mail at 800 Nicollet Mall, Suite 1000, Minneapolis, MN 55402, or by telephone at (800) 747-3924 or by e-mail at [prospectus@pjc.com](mailto:prospectus@pjc.com).

This press release does not constitute an offer to sell or the solicitation of an offer to buy any of these securities, nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale is not permitted.

**About Vanda Pharmaceuticals Inc.**

Vanda Pharmaceuticals Inc. is a biopharmaceutical company focused on the development and commercialization of products for the treatment of central nervous system disorders. For more information on Vanda, please visit [www.vandapharma.com](http://www.vandapharma.com).

**Cautionary Statement Regarding Forward-Looking Statements**

*This communication includes forward-looking statements regarding events, trends and business prospects, which may affect Vanda's future operating results and financial position. Such statements, including, but not limited to, those regarding statements about Vanda's expectations regarding its fundraising efforts, including the closing of the public offering and the underwriter's exercise of its over-allotment option, involve known and unknown risks that relate to Vanda's future events or future financial performance and the actual results could differ materially from those discussed in this communication. Risks and uncertainties that may cause Vanda's actual results to differ materially from those discussed in this communication can be found in the "Risk Factors" section of Vanda's Form 10-K, Forms 10-Q and its other filings with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof, and Vanda assumes no responsibility to update or revise any forward-looking statements contained in this communication to reflect events, trends or circumstances after the date of this communication.*

**Company Contact:**

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