

**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, 2024**

**VANDA PHARMACEUTICALS INC.**

(Exact name of Registrant as specified in its charter)

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

**001-34186**  
(Commission  
File No.)

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

**2200 Pennsylvania Avenue NW  
Suite 300E  
Washington, DC 20037**  
(Address of principal executive offices and zip code)

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

**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 (see General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	VNDA	The Nasdaq Global Market
Series A Junior Participating Preferred Stock	-	The Nasdaq Global Market
Purchase Right, par value \$0.001 per share		

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01. Other Events.**

On May 7, 2024, Vanda Pharmaceuticals Inc. (“Vanda”), a Delaware corporation, issued a press release confirming that it had received a revised, unsolicited acquisition proposal from Future Pak, LLC. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

**Forward Looking Statements**

Various statements in this document are “forward-looking statements” under the securities laws. The words “believe,” “will,” “intend,” and the negative of these or similar terms and phrases are intended to identify forward-looking statements in this document. Although Vanda believes any such statements are based on reasonable assumptions, actual outcomes may differ materially. Any such statements are made in reliance on the “safe harbor” protections provided under the Private Securities Reform Act of 1995.

Forward-looking statements in this document should be evaluated together with the various risks and uncertainties that affect Vanda’s business and market, particularly those identified in the “Cautionary Note Regarding Forward-Looking Statements,” “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of Vanda’s most recent Annual Report on Form 10-K, as updated by Vanda’s subsequent Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings with the SEC, which are available at [www.sec.gov](http://www.sec.gov).

All written and verbal forward-looking statements attributable to Vanda or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements contained or referred to herein. Vanda cautions investors not to rely too heavily on the forward-looking statements Vanda makes or that are made on its behalf. The information in this document is provided only as of the date hereof, and Vanda undertakes no obligation, and specifically declines any obligation, to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release of Vanda Pharmaceuticals Inc. dated May 7, 2024.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**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.

Dated: May 7, 2024

VANDA PHARMACEUTICALS INC.

By: /s/ Timothy Williams

Name: Timothy Williams

Title: Senior Vice President, General Counsel and Secretary

**Vanda Pharmaceuticals Confirms Receipt of Revised Unsolicited Takeover Proposal from Future Pak**

*No Shareholder Action Required at This Time*

WASHINGTON, May 7, 2024 /PRNewsire/ – Vanda Pharmaceuticals Inc. (“Vanda” or the “Company”) (Nasdaq: VNDA) today confirmed that it has received a revised unsolicited proposal from Future Pak, LLC (“Future Pak”) to acquire the Company. The revised proposal consists of a \$7.25 to \$7.75 per share in cash plus certain Contingent Value Rights (“CVRs”). The amended proposal follows Vanda’s review and rejection of a prior unsolicited proposal from Future Pak to acquire the Company for \$7.25-\$7.75 per share.

Consistent with its fiduciary duties, and in consultation with its independent financial and legal advisors, Vanda’s Board of Directors will carefully review and evaluate the revised unsolicited proposal to determine the course of action that it believes is in the best interests of Vanda and its shareholders.

Vanda does not intend to comment further on the revised, unsolicited proposal before the Board has completed its review.

There is no action for shareholders to take at this time.

**About Vanda Pharmaceuticals Inc.**

Vanda is a leading global biopharmaceutical company focused on the development and commercialization of innovative therapies to address high unmet medical needs and improve the lives of patients. For more on Vanda Pharmaceuticals Inc., please visit [www.vandapharma.com](http://www.vandapharma.com) and follow us on X @vandapharma.

**Vanda Corporate Contact:**

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