
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): April 15, 2010

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.)

9605 Medical Center Drive
Suite 300

Rockville, Maryland 20850

(Address of principal executive offices and zip code)
Registrant's telephone number, including area code: **(240) 599-4500**

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:

- 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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On April 15, 2010, Brian K. Halak, Ph.D. announced his intention to resign as a member of the Board of Directors (the “Board”) of Vanda Pharmaceuticals Inc. (the “Company”), as a member of the Audit Committee and as Chairman of the Nominating/Corporate Governance Committee of the Board, effective as of April 21, 2010. Richard W. Dugan, one of the Company’s current directors, has been appointed to serve as the Chairman of the Nominating/Corporate Governance Committee following the effectiveness of Dr. Halak’s resignation.

(d) To fill the vacancy on the Board created by Dr. Halak’s resignation, and based upon the recommendation of the Board’s Nominating/Corporate Governance Committee, the Board elected Vincent J. Milano, age 46, to the Board as a Class II Director with his initial term expiring at the Company’s 2011 annual meeting of stockholders, effective immediately following Dr. Halak’s resignation. The Board also appointed Mr. Milano to serve on the Audit Committee of the Board in replacement of Dr. Halak.

Mr. Milano is President, Chief Executive Officer, and Chairman of the Board of Directors of ViroPharma Incorporated, a position that he has held since March 2008. He joined the company in 1996 and served as Vice President, Chief Financial Officer and Treasurer from 1997 to 2006. In 2006, he assumed the role of Vice President, Chief Financial Officer and Chief Operating Officer. Prior to joining ViroPharma, he was with KPMG LLP, independent certified public accountants, where he served as Senior Manager. Mr. Milano received his Bachelor of Science degree in accounting from Rider College.

In connection with his election to the Board, pursuant to the Company’s outside director compensation program, Mr. Milano will be granted an option to purchase 35,000 shares of the Company’s common stock at an exercise price equal to the closing price per share of the common stock on April 21, 2010, the date on which he will join the Board. Such option will vest in equal monthly installments over a period of four years from the date of the grant, except that in the event of a change of control the option will accelerate and become immediately exercisable. Mr. Milano will also receive a \$25,000 annual fee, \$2,500 for each Board meeting he attends in person (\$1,250 for meetings attended by telephone) and \$1,000 for each Audit Committee meeting attended in person or by telephone other than meetings that are held concurrently with a Board meeting. In addition, he will be eligible to receive, upon the conclusion of each annual meeting of stockholders, an option to purchase 15,000 shares of the Company’s common stock. The outside director compensation program is described in further detail in the Company’s Definitive Proxy Statement for its 2009 annual meeting of stockholders filed with the Securities and Exchange Commission on July 13, 2009.

Mr. Milano and the Company will also enter into an indemnification agreement requiring the Company to indemnify him to the fullest extent permitted under Delaware law with respect to his service as a director. The indemnification agreement will be in the form entered into with the Company’s other directors and executive officers. This form is filed as Exhibit 10.11 to the Company’s Registration Statement on Form S-1 (File No. 333-130759), as originally filed on December 29, 2005.

The Board has determined that Mr. Milano is an independent director in accordance with applicable rules of the Securities and Exchange Commission and The Nasdaq Global Market.

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 April 20, 2010.

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.

By: /s/ STEPHANIE R. IRISH _____

Name: Stephanie R. Irish

Title: Acting Chief Financial Officer, Secretary and
Treasurer

Dated: April 20, 2010

Vincent Milano to Join the Board of Directors of Vanda Pharmaceuticals

ROCKVILLE, MD — April 20, 2010 — Vanda Pharmaceuticals Inc. (Nasdaq: VNDA), announced today that Vincent Milano, CEO of ViroPharma Incorporated, will join Vanda's Board of Directors. Mr. Milano will replace Brian K. Halak, Ph.D., who will resign as a member of Vanda's Board of Directors, Chairman of the Nominating/Corporate Governance Committee and also as a member of the Audit Committee of the Board, effective as of April 21, 2010. Richard W. Dugan, a current member of Vanda's Board, will replace Dr. Halak as Chairman of the Nominating/Corporate Governance Committee of the Board.

"I would like to personally welcome Vin to our Board," said Mihael H. Polymeropoulos, M.D., President and Chief Executive Officer of Vanda. "We are very fortunate to have someone who will bring energy, insight, and a wealth of pharmaceutical industry experience to our Board as we continue to develop and commercialize our clinical assets. I would like to thank Brian Halak for his invaluable contributions in building our company over these past six years," Dr. Polymeropoulos added.

Mr. Milano is President, Chief Executive Officer, and Chairman of the Board of Directors of ViroPharma Incorporated, a position that he has held since March 2008. He joined the company in 1996 and served as Vice President, Chief Financial Officer, and Treasurer from 1997 to 2006. In 2006, he assumed the role of Vice President, Chief Financial Officer and Chief Operating Officer. Mr. Milano has been instrumental in building ViroPharma, including leading efforts in raising nearly \$900 million in capital, the acquisition of Lev Pharmaceuticals, and the acquisition of Vancocin(R) from Eli Lilly and Company. He has played a critical role in all business development and investor relations activities of ViroPharma, and has contributed significantly to establishing the strategic direction of the company. Prior to joining ViroPharma, he was with KPMG LLP, independent certified public accountants, where he served as Senior Manager. Mr. Milano received his Bachelor of Science degree in accounting from Rider College.

About Vanda Pharmaceuticals Inc:

Vanda Pharmaceuticals Inc. is a biopharmaceutical company focused on the development and commercialization of clinical-stage products for central nervous system disorders. For more on Vanda, please visit <http://www.vandapharma.com>.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Various statements in this release are "forward-looking statements" under the securities laws. Words such as, but not limited to, "believe," "expect," "anticipate," "estimate," "intend," "plan," "targets," "likely," "will," "would," and "could," and similar expressions or words, identify forward-looking statements. Forward-looking statements are based upon current expectations that involve risks, changes in circumstances, assumptions and uncertainties. Important factors that could cause actual results to differ materially from

those reflected in the company's forward-looking statements include, among others: the extent and effectiveness of the development, sales and marketing and distribution support Fanapt™ receives; Vanda's ability to successfully commercialize Fanapt™ outside of the U.S. and Canada; delays in the completion of Vanda's clinical trials; a failure of Vanda's products to be demonstrably safe and effective; Vanda's failure to obtain regulatory approval for its products or to comply with ongoing regulatory requirements for its products; a lack of acceptance of Vanda's products in the marketplace, or a failure to become or remain profitable; Vanda's expectations regarding trends with respect to its costs and expenses; Vanda's inability to obtain the capital necessary to fund its research and development activities; Vanda's failure to identify or obtain rights to new products; Vanda's failure to develop or obtain sales, marketing and distribution resources and expertise or to otherwise manage its growth; a loss of any of Vanda's key scientists or management personnel; losses incurred from product liability claims made against Vanda; a loss of rights to develop and commercialize Vanda's products under its license and sublicense agreements and other factors that are described in the "Risk Factors" section (Part I, Item 1A) of Vanda's annual report on Form 10-K for the fiscal year ended December 31, 2009 (File No. 001-34186). In addition to the risks described above and in Part I, Item 1A of Vanda's annual report on Form 10-K, other unknown or unpredictable factors also could affect Vanda's results. There can be no assurance that the actual results or developments anticipated by Vanda will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, Vanda. Therefore, no assurance can be given that the outcomes stated in such forward-looking statements and estimates will be achieved.

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 release is provided only as of the date of this release, 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.

Media/Investor Inquiries

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