# 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): February 19, 2015

### 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

 $\begin{tabular}{ll} \textbf{Not Applicable} \\ \textbf{(Former Name or Former Address, if Changed Since Last Report)} \\ \end{tabular}$ 

| ck 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 isions: |
|--|
| 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))   |

#### Item 2.02. Results of Operations and Financial Condition.

On February 19, 2015, Vanda Pharmaceuticals Inc. (the "Company" or "Vanda") issued a press release and is holding a conference call regarding its results of operations and financial condition for the quarter and year ended December 31, 2014. The full text of the press release which includes information regarding Vanda's use of Non-GAAP financial measures, is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Various statements to be made during the conference call are "forward-looking statements" under the securities laws, including, but not limited to, the Company's financial guidance for 2015. Words such as, but not limited to, "believe," "expect," "anticipate," "estimate," "intend," "plan," "project," "target," "goal," "likely," "will," "would," and "could," or the negative of these terms 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: Vanda's ability to successfully commercialize HETLIOZ® for the treatment of Non-24 in the U.S., uncertainty as to the market awareness of Non-24 and the market acceptance of HETLIOZ®, Vanda's dependence on third-party manufacturers to manufacture HETLIOZ® in sufficient quantities and quality, Vanda's limited sales and marketing infrastructure, the regulatory status of HETLIOZ® in Europe, Vanda's and its partners' ability to successfully commercialize Fanapt® in the U.S., Israel and Mexico, the results of Vanda's clinical development activities with respect to Non-24 in children, SMS and chronic pruritus; delays in the completion of Vanda's or its partners' clinical trials; a failure of Vanda's products to be demonstrably safe and effective; Vanda's expectations regarding trends with respect to its revenues, costs, expenses and liabilities; Vanda's failure to identify or obtain rights to new products; a loss of any of Vanda's key scientists or management personnel; limitations on Vanda's ability to utilize some or all of its prior net operating losses and orphan drug and research and development credits; the costs and effects of potential litigation; losses incurred from product liability claims made against Vanda and other factors that are described in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of Vanda's annual report on Form 10-K for the fiscal year ended December 31, 2013 which is on file with the SEC and available on the SEC's website at www.sec.gov and Vanda's annual report on Form 10-K for the year ended December 31, 2014 to be filed with the SEC. In addition to the risks described above and in Vanda's annual report on Form 10-K and quarterly reports on Form 10-Q, current reports on Form 8-K and other filings with the SEC, 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 conveyed on the conference call will be provided only as of the date of the call, and Vanda undertakes no obligation, and specifically declines any obligation, to update or revise publicly any forward-looking statements made during the call after the date thereof, whether as a result of new information, future events or otherwise.

The information in Item 2.02 of this Current Report on Form 8-K and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

#### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

99.1 Press release of Vanda Pharmaceuticals Inc. dated February 19, 2015.

#### **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/ James P. Kelly

Name: James P. Kelly

Title: Senior Vice President, Chief Financial Officer, Secretary, and Treasurer

Dated: February 19, 2015



#### Vanda Pharmaceuticals Reports Fourth Quarter 2014 and Full Year 2014 Financial Results

- HETLIOZ® net product sales in the U.S. grew to \$6.0 million in the fourth quarter of 2014, a 15% increase as compared to the third quarter of 2014.
- Vanda expects HETLIOZ® net product sales for 2015 to grow to between \$40 and \$45 million.
- Combined 2015 net product sales from both HETLIOZ® and Fanapt® are expected to be between \$95 million and \$110 million.

**WASHINGTON** – February 19, 2015 – Vanda Pharmaceuticals Inc. (Vanda) (NASDAQ: <u>VNDA</u>), today announced financial and operational results for the fourth quarter and full year ended December 31, 2014.

"2014 was a transformational year for Vanda with the HETLIOZ launch in the U.S. for the treatment of Non-24-Hour Sleep-Wake Disorder. We are impressed with the continued growth of HETLIOZ and are fortunate to be able to offer this important treatment option for patients" said Mihael H. Polymeropoulos M.D., Vanda's President and CEO. "The return of the U.S. and Canadian commercial rights to Fanapt brings an immediately accretive product to Vanda further strengthening our U.S. commercial portfolio."

#### Key Highlights:

#### HETLIOZ® (tasimelteon)

- HETLIOZ® net product sales in the U.S. grew to \$6.0 million in the fourth quarter of 2014, a 15% increase, compared to \$5.2 million in the third quarter of 2014. HETLIOZ® net product sales were \$12.8 million for the full year 2014.
- Since the U.S. commercial launch of HETLIOZ® in April 2014, over 760 new patient prescriptions have been written including over 220 in the fourth quarter of 2014. As of December 31, 2014, over 470 patients had initiated HETLIOZ® treatment and over 330 patients were on active treatment reflecting a cumulative persistence rate of approximately 70%.
- The HETLIOZ® Marketing Authorization Application in the European Union (EU) is under review with a regulatory decision expected in the third quarter of 2015.
- Tasimelteon life cycle management activities are ongoing and include a Smith-Magenis Syndrome observational study with results expected in the first half of 2015 and preparations for a clinical development program for pediatric Non-24.
- HETLIOZ® exclusivity in the U.S. is protected by orphan exclusivity and two patents listed in the FDA Orange Book (Orphan exclusivity expiry in 2021; Patent No. 5,856,529 expiry expected in 2022 and Patent No. 8,785,492 expiry in 2033).

#### Fanapt® (iloperidone)

- Fanapt® royalty revenue was \$1.6 million for the fourth quarter of 2014, compared to \$1.7 million in the third quarter of 2014. Fanapt® royalty revenue was \$6.5 million for the full year 2014, compared to \$7.1 million for 2013.
- For the full year 2014, Fanapt® U.S. net product sales were \$65.0 million, as reported by Novartis AG (Novartis). Fanapt® U.S. prescriptions for the fourth quarter of 2014 were approximately 40,500, as reported by IMS.

- On December 31, 2014, the Fanapt® U.S. and Canadian rights were returned to Vanda as part of the settlement of arbitration with Novartis.
- Fanapt® exclusivity in the U.S. is protected by two patents listed in the FDA Orange Book (Patent No. RE39198 expiry in 2016 and Patent No. 8,586,610 expiry in 2027).

#### VLY-686 (tradipitant)

• Results of the Phase II study (2101) of tradipitant, an NK1 receptor antagonist, in patients with chronic pruritus are expected in the first quarter of 2015.

#### Financial Results for the Fourth Quarter and Full Year 2014

Vanda total revenues for the fourth quarter of 2014 were \$15.4 million, compared to \$8.8 million for the fourth quarter of 2013. Vanda total revenues for the full year 2014 were \$50.2 million, compared to \$33.9 million for 2013.

Selling, general and administrative expenses were \$17.3 million in the fourth quarter of 2014, compared to \$9.9 million in the fourth quarter of 2013. Selling, general and administrative expenses were \$84.6 million in the full year 2014, compared to \$25.1 million in 2013. The increases in selling, general and administrative expenses in fourth quarter and full year 2014 were the result of the U.S. commercial launch support for HETLIOZ®.

Research and development expenses were \$4.8 million in the fourth quarter of 2014, compared to \$6.3 million in the fourth quarter of 2013. Research and development expenses were \$19.2 million in the full year 2014, compared to \$28.5 million in 2013.

Vanda recorded a \$77.6 million gain related to the Novartis arbitration settlement in the fourth quarter of 2014.

Vanda net income was \$69.7 million for the fourth quarter of 2014, compared to a net loss of \$7.7 million for the fourth quarter of 2013. Diluted net income per share for the fourth quarter of 2014 was \$1.77, compared to a net loss per share of \$0.23 for the fourth quarter of 2013. Vanda net income was \$20.2 million for the full year 2014, compared to a net loss of \$21.1 million for 2013. Diluted net income per share for the full year 2014 was \$0.55, compared to a net loss per share of \$0.69 for 2013.

In October 2014, Vanda completed a public common stock offering that resulted in \$62.3 million in net proceeds. In December 2014, Vanda sold \$25.0 million of common stock to Novartis as part of the arbitration settlement. Cash, cash equivalents and marketable securities were \$129.8 million as of December 31, 2014.

#### **Non-GAAP Financial Results**

Vanda Non-GAAP Total revenues for the fourth quarter of 2014 were \$7.6 million, compared to \$2.0 million for the fourth quarter of 2013. Vanda Non-GAAP Total revenues for the full year 2014 were \$19.4 million, compared to \$7.1 million for 2013.

Vanda Non-GAAP Net loss was \$13.5 million for the fourth quarter of 2014, compared to a net loss of \$12.7 million for the fourth quarter of 2013. Non-GAAP Diluted net loss per share for the fourth quarter of 2014 was \$0.36, compared to a net loss per share of \$0.38 for the fourth quarter of 2013. Vanda Non-GAAP net loss was \$80.0 million for the full year 2014, compared to a net loss of \$40.9 million for 2013. Non-GAAP Diluted net loss per share for the full year 2014 was \$2.30, compared to a net loss per share of \$1.35 for 2013.

Vanda provides Non-GAAP financial information, which it believe can enhance an overall understanding of its financial performance when considered together with GAAP figures. Refer to the sections of this press entitled "Non-GAAP Financial Information" and "Reconciliation of GAAP to Non-GAAP Financial Information.

#### 2015 Financial Guidance

Vanda expects to achieve the following financial objectives in 2015:

- Combined net product sales from both HETLIOZ® and Fanapt® of between \$95 million and \$110 million.
- HETLIOZ® net product sales of between \$40 million to \$45 million and Fanapt® net product sales of between \$55 million to \$65 million.
- · Non-GAAP Operating expenses, excluding cost of sales, of between \$105 million and \$120 million.

In addition, for reporting periods beginning in 2015, Vanda will no longer record Fanapt® licensing agreement revenues and will no longer report the number of HETLIOZ® prescriptions written, dispensed or patients on therapy.

Full HETLIOZ® Prescribing Information can be found at: www.hetlioz.com.

Full Fanapt® Prescribing Information, including Boxed Warnings and Important Safety Information can be found at: www.fanapt.com.

#### **Conference Call**

Vanda has scheduled a conference call for today, Thursday, February 19, 2015, at 10:00 AM ET. During the call, Vanda's management will discuss the fourth quarter and full year 2014 financial results and other corporate activities. Investors can call 1-800-708-4540 (domestic) or 1-847-619-6397 (international) and use passcode 38933858. A replay of the call will be available beginning Thursday, February 19, 2015 at 12:30 PM ET and will be accessible until Thursday, February 26, 2015, at 11:59 PM ET. The replay call-in number is 1-888-843-7419 for domestic callers and 1-630-652-3042 for international callers. The passcode number is 38933858.

The conference call will be broadcast simultaneously on Vanda's website, <a href="www.vandapharma.com">www.vandapharma.com</a>. Investors should click on the Investor Relations tab and are advised to go to the website at least 15 minutes early to register, download, and install any necessary software or presentations. The call will also be archived on Vanda's website for a period of 30 days.

#### **Non-GAAP Financial Information**

Vanda believes that the Non-GAAP financial information provided in this release can assist investors in understanding and assessing the ongoing economics of the Company's business and reflect how it manages the business internally and sets operational goals. Vanda's "Non-

GAAP revenues" excludes the Fanapt® licensing agreement revenue. The Company's "Non-GAAP G&A expenses" and "Non-GAAP R&D expenses" exclude stock based compensation. "Non-GAAP net income (loss)" and "Non-GAAP Diluted net income (loss) per share" excludes the Fanapt® licensing agreement revenue, stock based compensation, intangible asset amortization and gain on arbitration settlement.

Vanda believes that excluding the impact of these items better reflects the recurring economic characteristics of its business and the Company's use of financial resources and the Company's long-term performance.

This press release includes Non-GAAP Operating expenses, a forward-looking Non-GAAP financial measures under the heading "2015 Financial Guidance". This Non-GAAP financial measures was determined by excluding cost of sales, stock based compensation and intangibile asset amortization. We are unable to reconcile this Non-GAAP guidance to GAAP because it is difficult to predict the future impact of these adjustment.

These Non-GAAP financial measures, as presented, may not be comparable to similarly titled measures reported by other companies since not all companies may calculate these measures in an identical manner and, therefore, they are not necessarily an accurate measure of comparison between companies.

The presentation of these Non-GAAP financial measures is not intended to be considered in isolation or as a substitute for guidance prepared in accordance with GAAP. The principal limitation of these Non-GAAP financial measures is that they exclude significant elements that are required by GAAP to be recorded in Vanda's financial statements. In addition, they are subject to inherent limitations as they reflect the exercise of judgments by management in determining these Non-GAAP financial measures. In order to compensate for these limitations, Vanda presents its Non-GAAP financial guidance in connection with its GAAP guidance. Investors are encouraged to review the reconciliation of our Non-GAAP financial measures to their most directly comparable GAAP financial measure.

#### **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 on Vanda, please visit <a href="https://www.vandapharma.com">www.vandapharma.com</a>.

#### Forward-Looking Statements

Various statements in this release, including, but not limited to, the guidance provided in the heading of this press release and under "2015 Financial Guidance" above, are "forward-looking statements" under the securities laws. Words such as, but not limited to, "believe," "expect," "anticipate," "estimate," "intend," "plan," "project," "target," "goal," "likely," "will," "would," and "could," or the negative of these terms 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: Vanda's ability to successfully commercialize HETLIOZ® for the treatment of Non-24 in the U.S., uncertainty as to the market awareness of Non-24 and the market acceptance of HETLIOZ®, Vanda's dependence on third-party manufacturers to manufacture HETLIOZ® in sufficient quantities and quality, Vanda's limited sales and marketing infrastructure, the regulatory status of HETLIOZ® in Europe, Vanda's and

its partners' ability to successfully commercialize Fanapt® in the U.S., Israel and Mexico, the results of Vanda's clinical development activities with respect to Non-24 in children, SMS and chronic pruritus; delays in the completion of Vanda's or its partners' clinical trials; a failure of Vanda's products to be demonstrably safe and effective; Vanda's expectations regarding trends with respect to its revenues, costs, expenses and liabilities; Vanda's failure to identify or obtain rights to new products; a loss of any of Vanda's key scientists or management personnel; limitations on Vanda's ability to utilize some or all of its prior net operating losses and orphan drug and research and development credits; the costs and effects of potential litigation; losses incurred from product liability claims made against Vanda and other factors that are described in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of Vanda's annual report on Form 10-K for the fiscal year ended December 31, 2013 which is on file with the SEC and available on the SEC's website at www.sec.gov and Vanda's annual report on Form 10-K for the year ended December 31, 2014 to be filed with the SEC. In addition to the risks described above and in Vanda's annual report on Form 10-K and quarterly reports on Form 10-Q, current reports on Form 8-K and other filings with the SEC, 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.

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## VANDA PHARMACEUTICALS INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

|   | Three Months Ended   |          |                         |         | Twelve Months Ended  |          |                         |          |
|---|----------------------|----------|-------------------------|---------|----------------------|----------|-------------------------|----------|
| (\$ in thousands, except per share amounts) | December 31,<br>2014 |          | December 31,<br>2013(1) |         | December 31,<br>2014 |          | December 31,<br>2013(1) |          |
| Revenues:                                   |                      |          |                         | .015( ) | _                    | 2011     |                         | 2010()   |
| HETLIOZ® product revenue, net               | \$                   | 6,021    | \$                      | _       | \$                   | 12,802   | \$                      | _        |
| Fanapt® product revenue, net                |                      | _        |                         | _       |                      | 107      |                         | _        |
| Fanapt® royalty revenue                     |                      | 1,584    |                         | 2,031   |                      | 6,502    |                         | 7,090    |
| Fanapt® licensing agreement                 |                      | 7,765    |                         | 6,752   |                      | 30,746   |                         | 26,789   |
| Total revenues                              |                      | 15,370   |                         | 8,783   |                      | 50,157   |                         | 33,879   |
| Operating expenses:                         |                      |          |                         |         |                      |          |                         |          |
| Cost of sales                               |                      | 682      |                         | _       |                      | 1,583    |                         | _        |
| Research and development                    |                      | 4,752    |                         | 6,270   |                      | 19,230   |                         | 28,502   |
| Selling, general and administrative         |                      | 17,323   |                         | 9,927   |                      | 84,644   |                         | 25,082   |
| Intangible asset amortization               |                      | 536      |                         | 377     |                      | 2,254    |                         | 1,495    |
| Gain on arbitration settlement              |                      | (77,616) |                         |         |                      | (77,616) |                         |          |
| Total operating expenses                    |                      | (54,323) |                         | 16,574  |                      | 30,095   |                         | 55,079   |
| Income (loss) from operations               |                      | 69,693   |                         | (7,791) |                      | 20,062   |                         | (21,200) |
| Other income                                |                      | 26       |                         | 44      |                      | 124      |                         | 145      |
| Net income (loss)                           | \$                   | 69,719   | \$                      | (7,747) | \$                   | 20,186   | \$                      | (21,055) |
| Net income (loss) per share:                |                      |          |                         |         |                      |          |                         |          |
| Basic                                       | \$                   | 1.85     | \$                      | (0.23)  | \$                   | 0.58     | \$                      | (0.69)   |
| Diluted                                     | \$                   | 1.77     | \$                      | (0.23)  | \$                   | 0.55     | \$                      | (0.69)   |
| Weighted average shares outstanding:        |                      |          |                         |         |                      |          |                         |          |
| Basic                                       | 37                   | ,622,884 | 33,283,705              |         | 34,774,163           |          | 30,351,353              |          |
| Diluted                                     | 39,421,014           |          | 33,283,705              |         | 36,686,723           |          | 30,351,353              |          |

## VANDA PHARMACEUTICALS INC. CONDENSED CONSOLIDATED BALANCE SHEETS

| \$ in thousands)                           |                   | December 31,<br>2013(1) |  |
|--|-------------------|-------------------------|--|
| ASSETS                                     |                   |                         |  |
| Current assets:                            | ф. GO 004         | ф. С. <b>П</b> С. 1     |  |
| Cash and cash equivalents                  | \$ 60,901         | \$ 64,764               |  |
| Marketable securities                      | 68,921            | 65,586                  |  |
| Accounts receivable                        | 3,654             | 2,031                   |  |
| Inventory                                  | 5,170             |                         |  |
| Prepaid expenses and other current assets  | 3,084             | 2,703                   |  |
| Restricted cash                            |                   | 530                     |  |
| Total current assets                       | 141,730           | 135,614                 |  |
| Property and equipment, net                | 2,437             | 2,198                   |  |
| Intangible assets, net                     | 26,724            | 5,037                   |  |
| Restricted cash, non-current               | 785               | 500                     |  |
| Other assets, non-current                  | 28                |                         |  |
| Total assets                               | <u>\$ 171,704</u> | \$ 143,349              |  |
| LIABILITIES AND STOCKHOLDERS' EQUITY       |                   |                         |  |
| Current liabilities:                       |                   |                         |  |
| Accounts payable                           | \$ 835            | \$ 661                  |  |
| Accrued liabilities                        | 6,502             | 5,180                   |  |
| Deferred rent                              | 247               | 221                     |  |
| Deferred revenues                          | 174               | 26,789                  |  |
| Other liabilities                          | 28                | _                       |  |
| Total current liabilities                  | 7,786             | 32,851                  |  |
| Deferred rent, non-current                 | 3,101             | 2,888                   |  |
| Deferred revenues, non-current             | _                 | 63,486                  |  |
| Total liabilities                          | 10,887            | 99,225                  |  |
| Stockholders' equity:                      |                   |                         |  |
| Common stock                               | 41                | 33                      |  |
| Additional paid-in capital                 | 448,744           | 352,240                 |  |
| Accumulated other comprehensive income     | 16                | 21                      |  |
| Accumulated deficit                        | (287,984)         | (308,170)               |  |
| Total stockholders' equity                 | 160,817           | 44,124                  |  |
| Total liabilities and stockholders' equity | \$ 171,704        | \$ 143,349              |  |

### VANDA PHARMACEUTICALS INC. Reconciliation of GAAP to Non-GAAP Financial Information

|  | Three Months Ended |                           |    |                    | Twelve Months Ended |              |    |                              |  |
|--|--------------------|---------------------------|----|--------------------|---------------------|--------------|----|------------------------------|--|
| (\$ in thousands, except per share amounts)          | De                 | December 31, December 31, |    |                    | De                  | December 31, |    | December 31,                 |  |
| Net income (loss)                                    | \$                 | 69,719                    | \$ | 2013(1)<br>(7,747) | \$                  | 2014         | \$ | 2013 <sup>(1)</sup> (21,055) |  |
| Adjustments:   | Ψ                  | 05,715                    | Ψ  | (,,,,,,            | Ψ                   | 20,100       | Ψ  | (21,000)                     |  |
| Fanapt® licensing agreement                          |                    | (7,765)                   |    | (6,752)            |                     | (30,746)     |    | (26,789)                     |  |
| Stock based compensation                             |                    | 1,631                     |    | 1,409              |                     | 5,878        |    | 5,404                        |  |
| Intangible asset amortization                        |                    | 536                       |    | 377                |                     | 2,254        |    | 1,495                        |  |
| Gain on arbitration settlement                       |                    | (77,616)                  |    | _                  |                     | (77,616)     |    | _                            |  |
| Non-GAAP Net loss                                    | \$                 | (13,495)                  | \$ | (12,713)           | \$                  | (80,044)     | \$ | (40,945)                     |  |
| Non-GAAP Net loss per share:                         |                    |                           |    |                    |                     |              |    |                              |  |
| Basic & diluted                                      | \$                 | (0.36)                    | \$ | (0.38)             | \$                  | (2.30)       | \$ | (1.35)                       |  |
| Weighted average shares outstanding:                 |                    |                           |    |                    |                     |              |    |                              |  |
| Basic & diluted                                      | 37                 | 7,622,884                 | 33 | 3,283,705          | 34                  | 4,774,163    | 30 | ),351,353                    |  |
| Total revenues:                                      | \$                 | 15,370                    | \$ | 8,783              | \$                  | 50,157       | \$ | 33,879                       |  |
| Adjustments:   |                    |                           |    |                    |                     |              |    |                              |  |
| Fanapt® licensing agreement                          |                    | (7,765)                   |    | (6,752)            |                     | (30,746)     |    | (26,789)                     |  |
| Non-GAAP Total revenues                              | \$                 | 7,605                     | \$ | 2,031              | \$                  | 19,411       | \$ | 7,090                        |  |
| Operating expenses:                                  | \$                 | (54,323)                  | \$ | 16,574             | \$                  | 30,095       | \$ | 55,079                       |  |
| Adjustments:   |                    |                           |    |                    |                     |              |    |                              |  |
| Cost of sales  |                    | (682)                     |    | _                  |                     | (1,583)      |    |                              |  |
| Stock based compensation                             |                    | (1,631)                   |    | (1,409)            |                     | (5,878)      |    | (5,404)                      |  |
| Intangible asset amortization                        |                    | (536)                     |    | (377)              |                     | (2,254)      |    | (1,495)                      |  |
| Gain on arbitration settlement                       |                    | 77,616                    |    |                    |                     | 77,616       |    |                              |  |
| Non-GAAP Operating expenses, excluding Cost of sales | \$                 | 20,444                    | \$ | 14,788             | \$                  | 97,996       | \$ | 48,180                       |  |
| Research and development:                            | \$                 | 4,752                     | \$ | 6,270              | \$                  | 19,230       | \$ | 28,502                       |  |
| Adjustments:   |                    |                           |    |                    |                     |              |    |                              |  |
| Stock based compensation                             |                    | (556)                     |    | (646)              |                     | (1,933)      |    | (2,166)                      |  |
| Non-GAAP Research and development                    | \$                 | 4,196                     | \$ | 5,624              | \$                  | 17,297       | \$ | 26,336                       |  |
| Selling, general and administrative:                 | \$                 | 17,323                    | \$ | 9,927              | \$                  | 84,644       | \$ | 25,082                       |  |
| Adjustments:   |                    |                           |    |                    |                     |              |    |                              |  |
| Stock based compensation                             |                    | (1,075)                   |    | (763)              |                     | (3,945)      |    | (3,238)                      |  |
| Non-GAAP Selling, general and administrative         | \$                 | 16,248                    | \$ | 9,164              | \$                  | 80,699       | \$ | 21,844                       |  |

<sup>(1)</sup> Prior year amounts have been restated to reflect a change in accounting method for the attribution of stock-based compensation. Refer to the notes to the consolidated financial statements included in the annual report on Form 10-K for the year ending December 31, 2014 to be filed with the SEC.

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