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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): June 5, 2026 (June 4, 2026)**

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**VANDA PHARMACEUTICALS INC.**  
(Exact name of Registrant as specified in its charter)

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**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) (Zip Code)

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

**Not Applicable**  
(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 (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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
<b>Common Stock, par value \$0.001 per share</b>	<b>VNDA</b>	<b>The Nasdaq Global Market</b>

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 5.07. Submission of Matters to a Vote of Security Holders.**

At the 2026 annual meeting of stockholders of Vanda Pharmaceuticals Inc. (the “Company”) held on June 4, 2026 (the “Annual Meeting”), the following proposals were submitted to the stockholders of the Company:

Proposal 1: The election of three directors to serve as Class II directors for a term of three years until the Company’s 2029 annual meeting of stockholders.

Proposal 2: The ratification of the selection, by the Audit Committee of the Company’s Board of Directors (the “Board”), of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2026.

Proposal 3: The approval on an advisory, non-binding basis of the compensation of the Company’s named executive officers.

Proposal 4: The approval of an amendment to the Company’s Amended and Restated 2016 Equity Incentive Plan, as amended (the “2016 Plan”), to increase the aggregate number of shares authorized for issuance thereunder.

For more information about the foregoing proposals, see the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 23, 2026 (the “Proxy Statement”). Of the 60,135,062 shares of the Company’s common stock entitled to vote at the Annual Meeting, 48,509,906 shares, or approximately 80.7% were represented at the meeting in person or by proxy, constituting a quorum. The number of votes cast for, against or withheld, as well as abstentions and broker non-votes, if applicable, in respect of each such matter is set forth below:

Proposal 1: Election of Directors.

The Company’s stockholders elected the following directors to serve as Class II directors until the Company’s 2029 annual meeting of stockholders. The votes regarding the election of directors were as follows:

<b>Director</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstaining</b>	<b>Broker Non-Votes</b>
Richard W. Dugan	33,029,049	5,417,322	46,718	10,016,817
Charles C. Duncan, Ph.D.	35,780,031	2,664,889	48,169	10,016,817
Anne Sempowski Ward	33,897,782	4,543,488	51,819	10,016,817

Proposal 2: Ratification of Selection of PricewaterhouseCoopers LLP.

The Company’s stockholders ratified the selection, by the Audit Committee of the Board, of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2026. The votes regarding this proposal were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstaining</b>
48,103,698	340,513	65,695

Proposal 3: Advisory Vote on Named Executive Officer Compensation.

The Company’s stockholders approved on an advisory, non-binding basis the compensation paid to the Company’s named executive officers, as disclosed in the Proxy Statement. The votes regarding this proposal were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstaining</b>	<b>Broker Non-Votes</b>
35,242,659	3,167,243	83,187	10,016,817

Proposal 4: Amendment to the Company’s 2016 Plan.

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The Company's stockholders approved an amendment to the 2016 Plan to increase the aggregate number of shares authorized for issuance under the 2016 Plan. The votes regarding this proposal were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstaining</b>	<b>Broker Non-Votes</b>
31,729,991	6,685,078	78,020	10,016,817

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