

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

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Vanda Pharmaceuticals Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

2834
(Primary Standard Industrial
Classification Code Number)

03-0491827
(I.R.S. Employer
Identification Number)

9605 Medical Center Drive
Suite 300
Rockville, Maryland 20850
(240) 599-4500

(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

Mihael H. Polymeropoulos, M.D.
Chief Executive Officer
9605 Medical Center Drive
Suite 300
Rockville, Maryland 20850
(240) 599-4500

(Name, address, including zip code and telephone number, including area code, of agent for service)

Copies to:

Jay K. Hachigian, Esq.
Gregg A. Griner, Esq.
Gunderson Dettmer Stough
Villeneuve Franklin & Hachigian, LLP
610 Lincoln Street
Waltham, MA 02451
(781) 890-8800

Richard D. Truesdell, Jr., Esq.
Davis Polk & Wardwell
450 Lexington Avenue
New York, NY 10017
(212) 450-4000

Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, as amended, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-139485

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price (1)(2)	Amount of Registration Fee (3)
Common Stock, \$0.001 par value	\$9,415,050	\$1,007.42

- (1) Includes offering price of shares of common stock that may be purchased by the underwriters to cover over-allotments, if any,
 - (2) Based on the public offering price of \$27.29 per share.
 - (3) The Registrant previously registered an aggregate of \$105,092,750 worth of its common stock on a Registration Statement on Form S-1 (Reg. No. 333-139485), for which filing fees of \$11,244.92 were paid.
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TABLE OF CONTENTS

[EXPLANATORY NOTE](#)

[PART II](#)

[Item 16. Exhibits and Financial Statement Schedules](#)

[SIGNATURES](#)

[INDEX TO EXHIBITS](#)

[EX-5.1 OPINION OF GUNDERSON DETTMER STOUGH VILLENEUVE FRANKLIN & HACHIGIAN, LLP](#)

[EX-23.2 CONSENT OF PRICEWATERHOUSECOOPERS LLP](#)

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of registering an increase in the proposed maximum aggregate offering price of \$9,415,050. The contents of the Registration Statement on Form S-1 (Reg. No. 333-139485) filed by Vanda Pharmaceuticals Inc. on December 19, 2006, as amended, and declared effective by the Securities and Exchange Commission on January 18, 2007, including the Exhibits thereto, are incorporated herein by reference.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP.
23.1	Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP (contained in Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
24.1 *	Power of Attorney.

* Incorporated by reference to Vanda Pharmaceuticals Inc.'s Registration Statement on Form S-1, as amended (Reg. No. 333-139485).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Rockville, Maryland, on this 19th day of January, 2007.

VANDA PHARMACEUTICALS INC.

By: /s/ MIHAEL H. POLYMERPOULOS, M.D.
MIHAEL H. POLYMERPOULOS, M.D.
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

Name	Title	Date
<u>/s/ MIHAEL H. POLYMERPOULOS, M.D.</u> Mihael H. Polymeropoulos, M.D.	President, Chief Executive Officer and Director (principal executive officer)	January 19, 2007
<u>/s/ STEVEN A. SHALLCROSS</u> Steven A. Shallcross *	Senior Vice President, Chief Financial Officer and Treasurer (principal financial and accounting officer)	January 19, 2007
<u>Argeris N. Karabelas, Ph.D</u> *	Director	January 19, 2007
<u>Brian K. Halak, Ph.D.</u> *	Director	January 19, 2007
<u>H. Thomas Watkins</u> *	Director	January 19, 2007
<u>David Ramsay</u> *	Director	January 19, 2007
<u>James B. Tananbaum, M.D.</u> *	Director	January 19, 2007
<u>Richard W. Dugan</u>	Director	January 19, 2007

*By: /s/ MIHAEL H. POLYMERPOULOS, M.D.
Mihael H. Polymeropoulos, M.D.
Attorney-in-Fact

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23.2	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.3	Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP (contained in Exhibit 5.1).
24.1*	Power of Attorney
*	Incorporated by reference to Vanda Pharmaceuticals Inc.'s Registration Statement on Form S-1, as amended (Reg. No. 333-139485).

January 19, 2007

9605 Medical Center Drive
Suite 300
Rockville, Maryland 20850

Re: Registration Statement on Form S-1 Pursuant to

Rule 462(b) Ladies and Gentlemen:

We have examined the Registration Statement on Form S-1 to which this letter is attached as Exhibit 5.1 (the "Rule 462(b) Registration Statement") filed by Vanda Pharmaceuticals Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and relating to the registration under the Securities Act of an additional 345,000 shares of the Company's Common Stock (the "Additional Shares") for an aggregate offering size of up to 4,370,000 shares of the Company's Common Stock, including an over-allotment option granted by the Company to the Underwriters to purchase up to 570,000 shares of the Company's Common Stock. The Rule 462(b) Registration Statement to be used for the offer and sale of the Additional Shares is filed with the Commission in connection with the offering described in the Registration Statement on Form S-1 (Registration No. 333-139485) filed with the Commission on December 19, 2006, as amended, which was declared effective by the Commission on January 18, 2007.

As your counsel in connection with this transaction, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the sale and issuance of the Additional Shares.

It is our opinion that, upon completion of the proceedings being taken or contemplated to be taken prior to the sale of the Additional Shares, the Additional Shares, when issued and sold in the manner described in the Rule 462(b) Registration Statement and in accordance with the resolutions adopted by the Board of Directors of the Company, will be legally and validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Rule 462(b) Registration Statement, and further consent to the use of our name wherever appearing in said Rule 462(b) Registration Statement and in any amendment or supplement thereto.

Very truly yours,

/s/ Gunderson Dettmer Stough
Villeneuve Franklin & Hachigian, LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of our report dated February 15, 2006, except as to Note 8 as to which the date is April 12, 2006, relating to the financial statements of Vanda Pharmaceuticals Inc., which appears in the Registration Statement on Form S-1 (No. 333-139485) of Vanda Pharmaceuticals Inc. We also consent to the reference to our firm under the heading "Experts" in this Registration Statement, as incorporated by reference from the Registration Statement on Form S-1 (No. 333-139485) of Vanda Pharmaceuticals Inc.

/s/ PricewaterhouseCoopers LLP

McLean, Virginia

January 18, 2007