

**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): June 11, 2020**

**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:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
<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.

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

At the 2020 annual meeting of stockholders of Vanda Pharmaceuticals Inc. (the “Company”) held on June 11, 2020 (the “Annual Meeting”), the following proposals were submitted to the stockholders of the Company:

- Proposal 1: The election of two directors to serve as Class II directors for a term of three years until the 2023 annual meeting of stockholders.
- Proposal 2: The ratification of the selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020.
- 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 and restatement of the Company’s amended and restated 2016 Equity Incentive Plan to, among other things, increase the aggregate number of shares authorized for issuance under the amended and restated 2016 Equity Incentive Plan.

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 22, 2020 (the “Proxy Statement”). Of the 54,242,617 shares of the Company’s common stock entitled to vote at the Annual Meeting, 47,150,652 shares, or approximately 86.9% 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 a Class II directors until the 2023 annual meeting of stockholders. The votes regarding the election of director were as follows:

<u>Director</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Broker Non-Votes</u>
Richard W. Dugan	33,933,097	6,087,097	27,566	7,102,892
Anne Sempowski Ward	34,634,332	5,385,932	27,496	7,102,892

**Proposal 2: Ratification of PricewaterhouseCoopers LLP.**

The Company’s stockholders ratified the selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020. The votes regarding this proposal were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>
46,912,165	208,575	29,912

**Proposal 3: Compensation of Named Executive Officers.**

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:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Broker Non-Votes</u>
33,835,633	6,175,328	36,799	7,102,892

In accordance with the recommendation of the Company’s Board of Directors as set forth in the Proxy Statement, and based on the voting results for this Proposal 3, the Company’s Board of Directors determined that an advisory vote to approve the compensation of the Company’s named executive officers will be conducted on an annual basis. The Company’s Board of Directors will reevaluate this determination after the next stockholder advisory vote on this matter is held.

Proposal 4: Amendment and Restatement of the Company's Amended and Restated 2016 Equity Incentive Plan.

The Company's stockholders approved an amendment and restatement of the Company's amended and restated 2016 Equity Incentive Plan to, among other things, increase the aggregate number of shares authorized for issuance under the amended and restated 2016 Equity Incentive Plan. The votes regarding this proposal were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Broker Non-Votes</u>
32,673,435	7,347,270	27,055	7,102,892

**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: June 11, 2020

VANDA PHARMACEUTICALS INC.

By: /s/ Timothy Williams

Name: Timothy Williams

Title: Senior Vice President, General Counsel and Secretary