

---

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

---

**SCHEDULE 14A**  
(Rule 14a-101)

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

Filed by the Registrant       Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Vanda Pharmaceuticals Inc.**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
-

# Your **Vote** Counts!

**VANDA PHARMACEUTICALS INC.**

2023 Annual Meeting

Vote by June 7, 2023

11:59 PM ET



V09436-P92026

## You invested in VANDA PHARMACEUTICALS INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on June 8, 2023.**

### Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 25, 2023. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote Virtually at the Meeting\*

June 8, 2023  
9:00 AM Eastern Time

Virtually at:  
[www.virtualshareholdermeeting.com/VNDA2023](http://www.virtualshareholdermeeting.com/VNDA2023)

\*Please check the meeting materials for any special requirements for meeting attendance.

V12

**THIS IS NOT A VOTABLE BALLOT**

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

**VANDA PHARMACEUTICALS INC.**  
 2023 Annual Meeting  
 Vote by June 7, 2023  
 11:59 PM ET

Voting Items	Board Recommends
1. To elect two Class II Directors: <b>Nominees:</b> 1a. Richard W. Dugan	<input checked="" type="checkbox"/> For
1b. Anne Sempowski Ward	<input checked="" type="checkbox"/> For
2. To ratify the selection by the Audit Committee of our Board of Directors of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2023.	<input checked="" type="checkbox"/> For
3. To approve on an advisory basis the named executive officer compensation.	<input checked="" type="checkbox"/> For
4. To vote on the frequency of future advisory votes on named executive officer compensation.	<input checked="" type="checkbox"/> 1 Year
5. To approve an amendment to the Company's amended and restated 2016 Equity Incentive Plan, as amended ("2016 Plan"), to increase the aggregate number of shares authorized for issuance under the 2016 Plan.	<input checked="" type="checkbox"/> For
<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.	