SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person[*]

Baroldi Paolo

(Last)　　(First)　　(Middle)
2200 PENNSYLVANIA AVENUE
SUITE 300E

(Street)
WASHINGTON　DC　　20037
(City)　　(State)　　(Zip) | 2. Issuer Name **and** Ticker or Trading Symbol

Vanda Pharmaceuticals Inc. [VNDA]

3. Date of Earliest Transaction (Month/Day/Year)
12/02/2013

4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
　　Director　　　　　　10% Owner
X　Officer (give title below)　　Other (specify below)
　　SVP & Chief Medical Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
X　Form filed by One Reporting Person
　　Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	$11.59	12/02/2013		A		60,000		(1)	12/01/2023	Common Stock	60,000	$0.00	60,000	D	
Restricted Stock Unit	(2)	12/02/2013		A		20,000		(3)	(4)	Common Stock	20,000	$0.00	20,000	D	

Explanation of Responses:

1. The shares subject to this option shall vest in forty-eight (48) equal monthly installments beginning January 2, 2014, provided Reporting Person remains continuously employed by the Issuer through each monthly vesting date.

2. Each Restricted Stock Unit ("RSU") represents a contingent right to receive a share of the Issuer's common stock.

3. The RSUs shall vest in four (4) equal annual installments beginning January 1, 2015, provided Reporting Person remains continuously employed by the Issuer through each annual vesting date. Vested shares will be delivered on the First Permissible Trading Day (as defined in the RSU Agreement) that occurs on or after the day when the RSUs vest.

4. Not Applicable.

Remarks:

/s/ Paolo Baroldi　　　　　12/03/2013

** Signature of Reporting Person　　Date