Vanda Pharmaceuticals Inc.

Form 4

February 17, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box

if no longer

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Polymeropoulos Mihael Hristos

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

Vanda Pharmaceuticals Inc. [VNDA]

(Check all applicable)

(First) (Middle) (Last)

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

02/12/2016

_X__ Director 10% Owner X_ Officer (give title Other (specify

2200 PENNSYLVANIA **AVENUE. SUITE 300E**

4. If Amendment, Date Original

President and CEO 6. Individual or Joint/Group Filing(Check

below)

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

(Instr. 4)

Person

WASHINGTON, DC 20037

(City) (State) (Zip)

(Street)

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

1. Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

Following Reported Transaction(s)

(A)

(Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
(Employee Stock Option (Right to Buy)	\$ 7.94	02/12/2016		A	175,000		<u>(1)</u>	02/11/2026	Common Stock	175,00
	Restricted Stock Unit	<u>(2)</u>	02/12/2016		A	75,000		(3)	<u>(4)</u>	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Polymeropoulos Mihael Hristos 2200 PENNSYLVANIA AVENUE SUITE 300E WASHINGTON, DC 20037	X		President and CEO				

Signatures

/s/ Mihael Hristos

Polymeropoulos 02/12/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares subject to this option shall vest in forty-eight (48) equal monthly installments beginning March 12, 2016, 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.
- The RSUs shall vest in four (4) equal annual installments beginning January 1, 2017, provided Reporting Person remains continuously (3) employed by the Issuer through each annual vesting date. Vested shares will be delivered on the First Permissable Trading Day (as defined in the RSU Agreement) that occurs on or after the day when the RSUs vest.
- (4) Not Applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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