

Vanda Pharmaceuticals Inc.  
Form 8-K  
April 25, 2018

**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): April 25, 2018 (April 24, 2018)**

**VANDA PHARMACEUTICALS INC.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-34186**  
**(Commission**

**File No.)**  
**2200 Pennsylvania Avenue NW**

**03-0491827**  
**(IRS Employer**

**Identification No.)**

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**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))

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On April 24, 2018, Kenneth M. Bate notified the Board of Directors (the Board ) of Vanda Pharmaceuticals Inc. (the Company ) that he did not intend to stand for re-election at the Company s 2018 Annual Meeting of Stockholders (the Annual Meeting ) so that he may devote his full time efforts to his other commitments. With best wishes, the Company thanks Mr. Bate for his dedicated service and valuable contribution as a member of the Board since 2015. In accordance with the Company s Certificate of Incorporation and Bylaws, the Board will reduce the number of directors of the Company from six to five effective upon the expiration of Mr. Bate s term at the Annual Meeting. The Board will appoint one of the other current directors to succeed Mr. Bate as a member of the Compensation Committee of the Board effective upon the expiration of Mr. Bate s term.

**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: April 25, 2018

VANDA PHARMACEUTICALS INC.

By: /s/ James P. Kelly  
Name: James P. Kelly  
Title: Executive Vice President, Chief  
Financial Officer and Treasurer