

Vanda Pharmaceuticals Inc.  
Form 8-K  
October 28, 2014

**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): October 28, 2014**

**VANDA PHARMACEUTICALS INC.**  
**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-34186**  
**(Commission**  
  
**File Number)**

**03-0491827**  
**(IRS Employer**  
  
**Identification No.)**

**2200 Pennsylvania Avenue NW**

**Suite 300E**

**Washington, DC**

**(Address of principal executive offices)**

**20037**

**(Zip Code)**

**Registrant's telephone number, including area code: (202) 734-3400**

**(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:

- .. 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 DFR 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))

**ITEM 8.01. OTHER EVENTS**

On October 28, 2014, Vanda Pharmaceuticals Inc. issued a press release announcing that it intended to make a public offering of its common stock. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

**(d) Exhibits.**

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press Release of Vanda Pharmaceuticals Inc., dated October 28, 2014.

**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.

**VANDA PHARMACEUTICALS INC.**

Dated: October 28, 2014

By: /s/ James P. Kelly  
James P. Kelly  
Senior Vice President, Chief Financial Officer,  
Secretary, and Treasurer