Reverberi Gian Piero Form 4 March 02, 2018

Check this box

if no longer

subject to

Section 16.

Form 4 or

FORM 4

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

OMB

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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)

1. Name and Ad Reverberi Gi	-	ting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	Vanda Pharmaceuticals Inc. [VNDA] 3. Date of Earliest Transaction	(Check all applicable)		
2200 PENNS AVENUE, S			(Month/Day/Year) 02/28/2018	Director 10% OwnerX Officer (give title Other (specify below) SVP & Chief Commercial Officer		
WASHINGT	(Street))37	4. If Amendment, Date Original Filed(Month/Day/Year)	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	Person uired, Disposed of, or Beneficially Owned		

(City)	(State) (2	Table	I - Non-Do	erivative So	ecurities	s Acqı	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	es Acqui	ired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Disposed of		Securities Form: Dire		t Indirect	
(Instr. 3)		any	Code	(D)			Beneficially (D) or	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)		Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D) P	Price	(Instr. 3 and 4)		
Common Stock	02/28/2018		A	30,000	Α (1	<u>1)</u>	140,000	D	

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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 18.85	02/28/2018		A	70,000	<u>(2)</u>	02/27/2028	Common Stock	70,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Reverberi Gian Piero 2200 PENNSYLVANIA AVENUE SUITE 300E WASHINGTON, DC 20037

SVP & Chief Commercial Officer

Signatures

/s/ Gian Piero Reverberi 03/02/2018

**Signature of Reporting Date
Person

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).
- Represents shares of common stock underlying a time-based restricted stock unit award ("RSU"). The RSU vests in four (4) equal annual installments beginning February 28, 2019, provided the 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.
- (2) The option vests in forty-eight (48) equal monthly installments beginning on February 28, 2018, provided the Reporting Person remains continuously employed by the Issuer through each vesting date.

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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