

Vanda Pharmaceuticals Inc.
Form SC 13G
August 18, 2008

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

OMB APPROVAL
OMB Number: 3235-0145
Expires: December 31,
2009
Estimated average burden
hours per response 10.4

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)

Vanda Pharmaceuticals, Inc.

—

(Name of Issuer)

Common Stock

—

(Title of Class of Securities)

921659108

—

(CUSIP Number)

August 8, 2008

—

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

Edgar Filing: Vanda Pharmaceuticals Inc. - Form SC 13G

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 control number.

—

1. Names of Reporting Persons.

William Leland Edwards

—

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only _____

4. Citizenship or Place of Organization **U.S.A.**

Number of	5. Sole Voting Power	0
Shares	6. Shared Voting Power	2,315,743
Beneficially	7. Sole Dispositive Power	0
Owned by	8. Shared Dispositive Power	2,315,743
Each Reporting Person With:		

9. Aggregate Amount Beneficially Owned by Each Reporting Person **2,315,743**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) _____

11. Percent of Class Represented by Amount in Row (9) **8.7%**

12. Type of Reporting Person (See Instructions) **IN, HC**

1. Names of Reporting Persons.

Palo Alto Investors

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) _____

(b) **X**

3. SEC Use Only _____

4. Citizenship or Place of Organization **California**

Number of	5. Sole Voting Power	0
Shares	6. Shared Voting Power	2,315,743
Beneficially	7. Sole Dispositive Power	0
Owned by	8. Shared Dispositive Power	2,315,743

Each Reporting

Person With:

9. Aggregate Amount Beneficially Owned by Each Reporting Person **2,315,743**

—

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) _____

—

11. Percent of Class Represented by Amount in Row (9) **8.7%**

—

12. Type of Reporting Person (See Instructions) **CO, HC**

—

—

1. Names of Reporting Persons.

Palo Alto Investors, LLC

—

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) **X**

3. SEC Use Only _____

4. Citizenship or Place of Organization **California**

Number of

5. Sole Voting Power **0**

Shares 6. Shared Voting Power **2,315,743**
Beneficially 7. Sole Dispositive Power **0**
Owned by 8. Shared Dispositive Power **2,315,743**
Each Reporting
Person With:

9. Aggregate Amount Beneficially Owned by Each Reporting Person **2,315,743**

—

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) _____

—

11. Percent of Class Represented by Amount in Row (9) **8.7%**

—

12. Type of Reporting Person (See Instructions) **OO, IA**

—

—

1. Names of Reporting Persons.

Palo Alto Healthcare Master Fund, L.P.

—

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only _____

4. Citizenship or Place of Organization **Cayman Islands**

Number of

5. Sole Voting Power **0**

Shares

6. Shared Voting Power **1,763,579**

Beneficially

7. Sole Dispositive Power **0**

Owned by

8. Shared Dispositive Power **1,763,579**

Each Reporting

Person With:

9. Aggregate Amount Beneficially Owned by Each Reporting Person **1,763,579**

—

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) _____

—

11. Percent of Class Represented by Amount in Row (9) **6.6%**

—

12. Type of Reporting Person (See Instructions) **PN**

—

Item 1.

(a) Name of Issuer

Vanda Pharmaceuticals, Inc.

—

(b) Address of Issuer's Principal Executive Offices

9605 Medical Center Drive, Suite 300, Rockville, MD 20850

—

Item 2.

(a) The names of the persons filing this statement are:

Palo Alto Investors, LLC ("PAI"); Palo Alto Investors; William Leland Edwards; Palo Alto Healthcare Master Fund, L.P. ("Healthcare Master")

—

(collectively, the "Filers").

(b) The principal business address of the Filers except Healthcare Master is:

470 University Avenue, Palo Alto, CA 94301

The principal business address of Healthcare Master is:

**c/o Citco Fund Services (Bermuda) Limited
Washington Mall West, 2nd Floor
7 Reid Street
Hamilton HM 11
Bermuda**

—

(c) For citizenship of Filers, see Item 4 of the cover sheet for each Filer.

(d) This statement relates to shares of common stock of the Issuer (the "Stock").

(e) The CUSIP number of the Issuer is: **921659108**

Item 3. If this statement is filed pursuant to rule 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

Edgar Filing: Vanda Pharmaceuticals Inc. - Form SC 13G

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E) (as to PAI).

(f) An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).

(g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G) (as to Palo Alto Investors and Mr. Edwards).

(h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).

(j) Group, in accordance with section 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

See Items 5-9 and 11 of the cover page for each Filer.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

PAI is a registered investment adviser and is the general partner and investment adviser of Healthcare Master and other investment limited partnerships and is the investment adviser to other investment funds. Palo Alto Investors is the manager of PAI. Mr. Edwards is the controlling shareholder of Palo Alto Investors and the President of PAI. PAI's clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. No client, other than Healthcare Master, separately holds more than five percent of the outstanding Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

The Filers are filing this Schedule 13G jointly, but not as members of a group, and each of them expressly disclaims membership in a group. Each of PAI, Palo Alto Investors and Mr. Edwards disclaims beneficial ownership of the Stock except to the extent of that person's pecuniary interest therein. In addition, the filing of this Schedule 13G on

Edgar Filing: Vanda Pharmaceuticals Inc. - Form SC 13G

behalf of Healthcare Master should not be construed as an admission that it is, and it disclaims that it is, the beneficial owner, as defined in Rule 13d-3 under the Securities Exchange Act of 1934, of any of the Stock covered by this Schedule 13G.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification.

Certification of Palo Alto Investors, PAI and Mr. Edwards:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Certification of Healthcare Master:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Joint Filing Agreement, previously filed.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 18, 2008

PALO ALTO INVESTORS

PALO ALTO INVESTORS, LLC

By: /s/ William L. Edwards, President

By: /s/ William L. Edwards, President

PALO ALTO HEALTHCARE MASTER FUND,
L.P.

By: Palo Alto Investors, LLC, General Partner

By: Palo Alto Investors, Manager

By: /s/ William L. Edwards, President

-
-
-
/s/ William L. Edwards

4325\021\EROBERTS\1529447.2