

Vanda Pharmaceuticals Inc.
Form 3
April 12, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Copmann Thomas Lyle
(Last) (First) (Middle)

9605 MEDICAL CENTER
DRIVE, SUITE 300

(Street)

ROCKVILLE,Â MDÂ 20850

(City) (State) (Zip)

1. Title of Security
(Instr. 4)

Common Stock

2. Date of Event Requiring Statement

(Month/Day/Year)
04/12/2006

3. Issuer Name and Ticker or Trading Symbol
Vanda Pharmaceuticals Inc. [VNDA]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
VP of Regulatory Affairs

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned
(Instr. 4)

22,660 ⁽¹⁾

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

D Â

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

Persons who 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.

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Expiration Date		Amount or Number of Shares	or Indirect (I) (Instr. 5)		
Nonqualified Stock Option (Right to Buy)	12/29/2006 ⁽²⁾	12/29/2015	Common Stock	12,689 ⁽¹⁾	\$ 4.73 ⁽³⁾	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Copmann Thomas Lyle 9605 MEDICAL CENTER DRIVE, SUITE 300 ROCKVILLE, MD 20850	Â	Â	Â	VP of Regulatory Affairs	Â

Signatures

/s/ Thomas
Copmann

04/12/2006

Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Reflects a 1-for-3.309755 reverse stock split to occur immediately following the effectiveness of the registration statement covering the issuer's initial public offering.
- (2) Exercisable with respect to 25% of the shares of 12/29/06. Exercisable with respect to an additional 2.08333% of the aggregate option share total each month thereafter.
- (3) Reflects the converted exercise price of each option share pursuant to the 1-for-3.309755 reverse stock split to occur immediately following the effectiveness of the registration statement covering the issuer's initial public offering.

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.