

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 Polymeropoulos Mihael  
Hristos

(Last) (First) (Middle)

9605 MEDICAL CENTER  
DRIVE,Â SUITE 300

(Street)

ROCKVILLE,Â MDÂ 20850

(City) (State) (Zip)

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)  
Chief Executive Officer

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

1. Title of Security  
(Instr. 4)

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

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

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)

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### 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 Expiration Date

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

Title Amount or Number of

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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				Shares		or Indirect (I) (Instr. 5)	
Nonqualified Stock Option (Right to Buy)	Â (1)	05/05/2013	Common Stock	149,074 (5)	\$ 0.33 (6)	D	Â
Nonqualified Stock Option (Right to Buy)	Â (2)	02/10/2015	Common Stock	128,408 (5)	\$ 0.33 (6)	D	Â
Nonqualified Stock Option (Right to Buy)	Â (3)	09/28/2015	Common Stock	413,620 (5)	\$ 0.33 (6)	D	Â
Nonqualified Stock Option (Right to Buy)	Â (4)	12/19/2015	Common Stock	190,373 (5)	\$ 4.73 (6)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Polymeropoulos Mihael Hristos 9605 MEDICAL CENTER DRIVE SUITE 300 ROCKVILLE, MD 20850	Â X	Â	Â Chief Executive Officer	Â

## Signatures

/s/ Mihael H.  
Polymeropoulos

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) Exercisable with respect to 108,699 of the shares immediately. Exercisable with respect to an additional 2.08333% of the aggregate option share total each month thereafter.
- (2) Exercisable with respect to 37,452 of the shares immediately. Exercisable with respect to an additional 2.08333% of the aggregate option share total each month thereafter.
- (3) Exercisable with respect to 25% of the shares on 09/28/06. Exercisable with respect to an additional 2.08333% of the aggregate option share total each month thereafter.
- (4) Exercisable with respect to 25% of the shares on 12/29/06. Exercisable with respect to an additional 2.08333% of the aggregate option share total each month thereafter.
- (5) 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.
- (6) 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.

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