Vanda Pharmaceuticals Inc.
Form 3
May 18, 2015

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 Flynn James E

(Last) (First) (Middle)

780 THIRD AVENUE, 37TH FLOOR

(Street)

NEW YORK,Â NYÂ 10017

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
05/15/2015

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer __X__ Other
(give title below) (specify below)
Possible Member of 10% Group

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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)
Common Stock	751,978	I	Through Deerfield Special Situations Fund, L.P. (1) (2)
Common Stock	1,774,159	I	Through Deerfield Partners, L.P. (1) (2)
Common Stock	2,258,020	I	Through Deerfield International Master Fund, L.P. (1) (2)

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)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flynn James E 780 THIRD AVENUE, 37TH FLOOR NEW YORK,Â NYÂ 10017	Â	Â X	Â	Possible Member of 10% Group
Deerfield Mgmt L.P. 780 THIRD AVENUE, 37TH FLOOR NEW YORK,Â NYÂ 10017	Â	Â X	Â	Possible Member of 10% Group
DEERFIELD MANAGEMENT CO 780 THIRD AVENUE, 37TH FLOOR NEW YORK,Â NYÂ 10017	Â	Â X	Â	Possible Member of 10% Group
Deerfield Special Situations Fund, L.P. 780 THIRD AVENUE, 37TH FLOOR NEW YORK,Â NYÂ 10017	Â	Â X	Â	Possible Member of 10% Group
DEERFIELD PARTNERS, LP 780 THIRD AVENUE, 37TH FLOOR NEW YORK,Â NYÂ 10017	Â	Â X	Â	Possible Member of 10% Group
Deerfield International Master Fund, L.P. 780 THIRD AVENUE, 37TH FLOOR NEW YORK,Â NYÂ 10017	Â	Â X	Â	Possible Member of 10% Group

Signatures

/s/ Jonathan Isler	05/18/2015
**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) This Form 3 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons"). Deerfield Mgmt, L.P. is the general partner of Deerfield Special Situations Fund, L.P., Deerfield Partners, L.P. and Deerfield International Master Fund, L.P. (collectively, the "Funds"). Deerfield Management Company, L.P. is the investment manager of the Funds. James E. Flynn is the sole member of the general partner of each of Deerfield Mgmt, L.P. and Deerfield Management Company, L.P.

(2) In accordance with Instruction 5 (b)(iv) to Form 3, the entire amount of the Issuer's securities held by the Funds is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each Reporting Person disclaims beneficial ownership of

any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

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Remarks:

JonathanÂ Isler,Â Attorney-in-Fact:Â PowerÂ ofÂ Attorney,Â whichÂ isÂ herebyÂ incorporatedÂ byÂ referenceÂ toÂ Exhi

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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