

Vanda Pharmaceuticals Inc.  
Form 8-K  
January 09, 2017

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 9, 2017**

**VANDA PHARMACEUTICALS INC.**  
**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of incorporation)**

**001-34186**  
**(Commission File No.)**

**03-0491827**  
**(IRS Employer Identification No.)**

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**2200 Pennsylvania Avenue NW**

**Suite 300E**

**Washington, DC 20037**

**(Address of principal executive offices and zip code)**

**Registrant's telephone number, including area code: (202) 734-3400**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition.**

On January 9, 2017, Vanda Pharmaceuticals Inc. ( Vanda ) issued a press release reporting preliminary fourth quarter and full year 2016 results and 2017 financial guidance (the Press Release ). The sections titled Preliminary Fourth Quarter 2016 Results and Preliminary Full Year 2016 Results of the Press Release are furnished as Exhibit 99.1 to this Current Report on Form 8-K and are incorporated herein by reference.

The information in Item 2.02 of this Current Report on Form 8-K and the sections of the Press Release attached hereto titled Preliminary Fourth Quarter 2016 Results and Preliminary Full Year 2016 Results shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the Securities Act ), or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 7.01. Regulation FD Disclosure.**

The Press Release also includes information regarding financial guidance for the year ending December 31, 2017 in the section titled 2017 Financial Guidance of the Press Release.

The information in Item 7.01 of this Current Report on Form 8-K and the section of the Press Release attached hereto titled 2017 Financial Guidance shall not be deemed filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press release of Vanda Pharmaceuticals Inc. dated January 9, 2017.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 9, 2017

VANDA PHARMACEUTICALS INC.

By: /s/ Richard L. Gulino

Name: Richard L. Gulino

Title: Senior Vice President, General Counsel