

Vanda Pharmaceuticals Inc.  
Form 8-K  
June 18, 2015

**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): June 18, 2015**

**VANDA PHARMACEUTICALS INC.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**

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

**001-34186**  
**(Commission**

**03-0491827**  
**(IRS Employer**

**File No.)**

**Identification No.)**

**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 5.07. Submission of Matters to a Vote of Security Holders.**

At the 2015 annual meeting of stockholders of Vanda Pharmaceuticals Inc. (the Company) held on June 18, 2015 (the Annual Meeting), the following proposals were submitted to the stockholders of the Company:

- Proposal 1: The election of one director to serve as a Class III director for a term of three years until the 2018 annual meeting of stockholders.
- Proposal 2: The ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015.
- Proposal 3: The approval on an advisory non-binding basis of the compensation of the Company's named executive officers.
- Proposal 4: The re-approval of the performance goals included in the Vanda Pharmaceuticals Inc. 2006 Equity Incentive Plan, as amended.

For more information about the foregoing proposals, see the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 29, 2015 (the Proxy Statement). Of the 41,798,503 shares of the Company's common stock entitled to vote at the Annual Meeting, 35,462,593 shares, or approximately 84.8%, were represented at the meeting in person or by proxy, constituting a quorum. The number of votes cast for, against or withheld, as well as abstentions and broker non-votes, if applicable, in respect of each such matter is set forth below:

Proposal 1: Election of Director.

The Company's stockholders elected the following director to serve as a Class III director until the 2018 annual meeting of stockholders. The votes regarding the election of director were as follows:

| Director                       | Votes For  | Votes Withheld | Broker Non-Votes |
|--------------------------------|------------|----------------|------------------|
| Mihael H. Polymeropoulos, M.D. | 26,911,942 | 34,339         | 8,516,312        |

Proposal 2: Ratification of PricewaterhouseCoopers LLP.

The Company's stockholders ratified the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015. The votes regarding this proposal were as follows:

| Votes For  | Votes Against | Votes Abstaining | Broker Non-Votes |
|------------|---------------|------------------|------------------|
| 35,377,531 | 65,371        | 19,691           | 0                |

Proposal 3: Compensation of Officers.

The Company's stockholders approved on an advisory non-binding basis the compensation paid to the Company's named executive officers, as disclosed in the Proxy Statement. The votes regarding this proposal were as follows:

| Votes For | Votes Against | Votes Abstaining | Broker Non-Votes |
|-----------|---------------|------------------|------------------|
|-----------|---------------|------------------|------------------|

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|            |         |        |           |
|------------|---------|--------|-----------|
| 26,412,166 | 518,261 | 15,854 | 8,516,312 |
|------------|---------|--------|-----------|

Proposal 4: Re-approval of Performance Goals Included in the Vanda Pharmaceuticals Inc. 2006 Equity Incentive Plan, as amended.

The Company's stockholders re-approved the performance goals included in the Vanda Pharmaceuticals Inc. 2006 Equity Incentive Plan, as amended. The votes regarding this proposal were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstaining</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|-------------------------|-------------------------|
| 25,703,004       | 1,230,549            | 12,728                  | 8,516,312               |

**SIGNATURES**

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

VANDA PHARMACEUTICALS INC.

By: /s/ JAMES P. KELLY

Name: James P. Kelly

Title: Senior Vice President, Chief Financial  
Officer, Treasurer and Secretary

Dated: June 18, 2015