

Vanda Pharmaceuticals Inc.  
Form 8-K  
August 02, 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): August 2, 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On August 2, 2017, Vanda Pharmaceuticals Inc. ( Vanda ) issued a press release and is holding a conference call regarding its results of operations and financial condition for the quarter ended June 30, 2017. The full text of the press release which includes information regarding Vanda s use of Non-GAAP financial measures, is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Various statements to be made during the conference call are forward-looking statements under the securities laws, including, but not limited to, Vanda s financial guidance for 2017. Words such as, but not limited to, believe, expect, anticipate, estimate, intend, plan, project, target, goal, likely, will, would, and could, or the negative of these words, identify forward-looking statements. Forward-looking statements are based upon current expectations that involve risks, changes in circumstances, assumptions and uncertainties.

Important factors that could cause actual results to differ materially from those reflected in Vanda s forward-looking statements include, among others: Vanda s assumptions regarding its ability to continue to grow its business in the U.S., Vanda s ability to successfully commercialize HETLIOZ in Europe and review by the European Medicines Agency s Committee for Medicinal Products for Human Use of the negative opinion of oral Fanaptur<sup>®</sup>, Vanda s ability to prepare, file, prosecute, defend and enforce any patent claims and other intellectual property rights, the costs and effects of litigation; losses incurred from product liability claims made against Vanda; use of existing cash, cash equivalents and marketable securities and other factors that are described in the Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations sections of Vanda s annual report on Form 10-K for the fiscal year ended December 31, 2016 and quarterly report on Form 10-Q for the quarter ended March 31, 2017, which are on file with the SEC and available on the SEC s website at [www.sec.gov](http://www.sec.gov). Additional factors may be described in those sections of Vanda s quarterly report on Form 10-Q for the quarter ended June 30, 2017, to be filed with the SEC in the third quarter of 2017. In addition to the risks described above and in Vanda s annual report on Form 10-K and quarterly reports on Form 10-Q, current reports on Form 8-K and other filings with the SEC, other unknown or unpredictable factors also could affect Vanda s results. There can be no assurance that the actual results or developments anticipated by Vanda will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, Vanda. Therefore, no assurance can be given that the outcomes stated in such forward-looking statements and estimates will be achieved.

All written and verbal forward-looking statements attributable to Vanda or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements contained or referred to herein. Vanda cautions investors not to rely too heavily on the forward-looking statements Vanda makes or that are made on its behalf. The information conveyed on the conference call will be provided only as of the date of the call, and Vanda undertakes no obligation, and specifically declines any obligation, to update or revise publicly any forward-looking statements made during the call after the date thereof, whether as a result of new information, future events or otherwise.

The information in Item 2.02 of this Current Report on Form 8-K and the Exhibit attached hereto 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 it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, 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

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release of Vanda Pharmaceuticals Inc. dated August 2, 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.

VANDA PHARMACEUTICALS INC.

Dated: August 2, 2017

By: /s/ Richard L. Gulino  
Name: Richard L. Gulino  
Title: Senior Vice President, General Counsel