

Edgar Filing: Vanda Pharmaceuticals Inc. - Form SC 13G

Vanda Pharmaceuticals Inc.
Form SC 13G
February 12, 2007

CUSIP No. 921659 10 8

Page 1 of 9 Pages

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No.) (1)

Vanda Pharmaceuticals Inc.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

921659 10 8

(CUSIP Number)

April 12, 2006

Date of Event Which Requires Filing of this Statement

Check the appropriate box to designate the rule pursuant to which this Schedule
is Filed:

- [] Rule 13d-1(b)
[] Rule 13d-1(c)
[X] Rule 13d-1(d)

(1)The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter disclosures provided in a prior cover page. The information required on
the remainder of this cover page shall not be deemed to be "filed" for the
purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise
subject to the liabilities of that section of the Act but shall be subject to
all other provisions of the Act.

CUSIP No. 921659 10 8

Page 2 of 9 Pages

1) Name of Reporting Person

Domain Partners VI, L.P.

Edgar Filing: Vanda Pharmaceuticals Inc. - Form SC 13G

I.R.S. Identification
 No. of Above Person
 (Entities Only)

2) Check the Appropriate Box (a) [X]
 if a Member of a Group (b) []

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

| | | |
|---|----------------------------------|-------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5) Sole Voting Power | 1,954,450 shares of Common Stock |
| | 6) Shared Voting Power | -0- |
| | 7) Sole Disposi- tive Power | 1,954,450 shares of Common Stock |
| | 8) Shared Dis- positive Power | -0- |

9) Aggregate Amount Beneficially Owned by Each Reporting person 1,954,450 shares
of Common Stock

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row (9) 8.8%

12) Type of Reporting Person PN

-2-

CUSIP No. 921659 10 8

Page 3 of 9 Pages

1) Name of Reporting Person DP VI Associates, L.P.
 I.R.S. Identification
 No. of Above Person
 (Entities Only)

2) Check the Appropriate Box (a) [X]
 if a Member of a Group (b) []

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

| | | |
|----------------------------------|-------------------------|----------------------------------|
| Number of Shares Beneficially | 5) Sole Voting Power | 21,068 shares of Common Stock |
|----------------------------------|-------------------------|----------------------------------|

Edgar Filing: Vanda Pharmaceuticals Inc. - Form SC 13G

Owned by Each
Reporting Person
With

| | | |
|-----|--|-------------------------------|
| 6) | Shared Voting Power | -0- |
| 7) | Sole Dispositive Power | 21,068 shares of Common Stock |
| 8) | Shared Dispositive Power | -0- |
| 9) | Aggregate Amount Beneficially Owned by Each Reporting person | 21,068 shares of Common Stock |
| 10) | Check if the Aggregate Amount in Row (9) Excludes Certain Shares | |
| 11) | Percent of Class Represented by Amount in Row (9) | 0.1% |
| 12) | Type of Reporting Person | PN |

-3-

CUSIP No. 921659 10 8

Page 4 of 9 Pages

Schedule 13G

- Item 1(a) - Name of Issuer: Vanda Pharmaceuticals Inc.
- Item 1(b) - Address of Issuer's Principal Executive Offices:
9620 Medical Center Drive, Suite 201
Rockville, MD 20850
- Item 2(a) - Name of Person Filing:
This statement is being filed by Domain Partners VI, L.P., a Delaware limited partnership ("Domain VI"), and DP VI Associates, L.P., a Delaware limited partnership ("DP VI A") (together, the "Reporting Persons").
- Item 2(b) - Address of Principal Business Office:
One Palmer Square
Princeton, NJ 08542
- Item 2(c) - Place of Organization:
Domain VI: Delaware
DP VI A: Delaware
- Item 2(d) - Title of Class of Securities:

Edgar Filing: Vanda Pharmaceuticals Inc. - Form SC 13G

Common Stock, \$.01 par value

- Item 2(e) - CUSIP Number: 921659 10 8
- Item 3 - Statements Filed Pursuant to Rules 13d-1(b) or 13d-2(b):
Not applicable.

-4-

CUSIP No. 921659 10 8

Page 5 of 9 Pages

- Item 4 - Ownership.
- (a) Amount Beneficially Owned:
- Domain VI: 1,954,450 shares of Common Stock
DP VI A: 21,068 shares of Common Stock
- (b) Percent of Class:
- Domain VI: 8.8%
DP VI A: 0.1%
- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote:
- Domain VI: 1,954,450 shares of Common Stock
DP VI A: 21,068 shares of Common Stock
- (ii) shared power to vote or to direct the vote: -0-
- (iii) sole power to dispose or to direct the disposition of:
- Domain VI: 1,954,450 shares of Common Stock
DP VI A: 21,068 shares of Common Stock
- (iv) shared power to dispose or to direct the disposition
of: -0-

In addition, One Palmer Square Associates VI, L.L.C. ("OPSA VI"), the general partner of Domain VI and DP VI A, beneficially owns 20,458 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

- Item 5 - Ownership of Five Percent or Less of a Class:
Not applicable.
- Item 6 - Ownership of More than Five Percent on Behalf of Another Person:
Not applicable.
- Item 7 - Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent

Edgar Filing: Vanda Pharmaceuticals Inc. - Form SC 13G

Company:

Not applicable.

Item 8 - Identification and Classification of Members of the Group:

-5-

CUSIP No. 921659 10 8

Page 6 of 9 Pages

See Exhibit 2.

Item 9 - Notice of Dissolution of Group:

Not applicable.

Item 10 - Certification:

Not applicable.

-6-

CUSIP No. 921659 10 8

Page 7 of 9 Pages

Signature:

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DOMAIN PARTNERS VI, L.P.
By: One Palmer Square Associates
VI, L.L.C., General Partner

By /s/ Kathleen K. Schoemaker

Managing Member

DP VI ASSOCIATES, L.P.
By: One Palmer Square Associates
VI, L.L.C., General Partner

By /s/ Kathleen K. Schoemaker

Managing Member

Date: February 1, 2007

-7-

Edgar Filing: Vanda Pharmaceuticals Inc. - Form SC 13G

CUSIP No. 921659 10 8

Page 8 of 9 Pages

EXHIBIT 1

AGREEMENT OF
DOMAIN PARTNERS VI, L.P.,
AND
DP VI ASSOCIATES, L.P.
PURSUANT TO RULE 13d-1(f)

The undersigned hereby agree that the Information Statement on Schedule 13G to which this Agreement is annexed as Exhibit 1 is filed on behalf of each of them in accordance with provisions of 13d-1(f) under the Securities Exchange Act of 1934, as amended.

DOMAIN PARTNERS VI, L.P.
By: One Palmer Square Associates
VI, L.L.C., General Partner

By /s/ Kathleen K. Schoemaker

Managing Member

DP VI ASSOCIATES, L.P.
By: One Palmer Square Associates
VI, L.L.C., General Partner

By /s/ Kathleen K. Schoemaker

Managing Member

Date: February 1, 2007

-8-

CUSIP No. 921659 10 8

Page 9 of 9 Pages

EXHIBIT 2

Identification and Classification
of Members of the Group

Domain Partners VI, L.P. and DP VI Associates, L.P. are filing this statement on Schedule 13G as a group.

Domain Partners VI, L.P. is a Delaware limited partnership. Its sole general partner is One Palmer Square Associates VI, L.L.C., a Delaware limited liability company.

DP VI Associates, L.P. is a Delaware limited partnership. Its sole general partner is One Palmer Square Associates VI, L.L.C., a Delaware limited liability company.

-9-

