

Vanda Pharmaceuticals Inc.  
Form S-1MEF  
January 18, 2007

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As filed with the Securities and Exchange Commission on January 19, 2007

Registration No. 333-

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

**FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Vanda Pharmaceuticals Inc.**

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

**2834**  
(Primary Standard Industrial  
Classification Code Number)  
**9605 Medical Center Drive  
Suite 300  
Rockville, Maryland 20850  
(240) 599-4500**

**03-0491827**  
(I.R.S. Employer  
Identification Number)

(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

**Mihael H. Polymeropoulos, M.D.  
Chief Executive Officer  
9605 Medical Center Drive  
Suite 300  
Rockville, Maryland 20850  
(240) 599-4500**

(Name, address, including zip code and telephone number, including area code, of agent for service)

**Copies to:  
Jay K. Hachigian, Esq.  
Gregg A. Griner, Esq.  
Gunderson Dettmer Stough  
Villeneuve Franklin & Hachigian, LLP  
610 Lincoln Street  
Waltham, MA 02451  
(781) 890-8800  
Richard D. Truesdell, Jr., Esq.  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, NY 10017  
(212) 450-4000**

Approximate date of commencement of proposed sale to the public:  
As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, as amended, check the following box. o

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x 333-139485

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o \_\_\_\_\_

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o \_\_\_\_\_

**CALCULATION OF REGISTRATION FEE**

| Title of Each Class of Securities to be Registered | Proposed Maximum Aggregate Offering Price (1)(2) | Amount of Registration Fee (3) |
|--|--|--------------------------------|
| Common Stock, \$0.001 par value                    | \$9,415,050                                      | \$1,007.42                     |

- (1) Includes offering price of shares of common stock that may be purchased by the underwriters to cover over-allotments, if any,
- (2) Based on the public offering price of \$27.29 per share.
- (3) The Registrant previously registered an aggregate of \$105,092,750 worth of its common stock on a Registration Statement on Form S-1 (Reg. No. 333-139485), for which filing fees of \$11,244.92 were paid.

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HACHIGIAN, LLP

EX-23.2 CONSENT OF PRICEWATERHOUSECOOPERS LLP

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**EXPLANATORY NOTE**

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of registering an increase in the proposed maximum aggregate offering price of \$9,415,050. The contents of the Registration Statement on Form S-1 (Reg. No. 333-139485) filed by Vanda Pharmaceuticals Inc. on December 19, 2006, as amended, and declared effective by the Securities and Exchange Commission on January 18, 2007, including the Exhibits thereto, are incorporated herein by reference.

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**PART II  
INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules**

**Exhibit No.      Description**

5.1                Opinion of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP.

23.1              Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP (contained in Exhibit 5.1).

23.2              Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.

24.1 \*            Power of Attorney.

\*      Incorporated by reference to Vanda Pharmaceuticals Inc.'s Registration Statement on Form S-1, as amended (Reg. No. 333-139485).

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Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Rockville, Maryland, on this 19<sup>th</sup> day of January, 2007.

**VANDA PHARMACEUTICALS INC.**

By: /s/ Mihael H. Polymeropoulos, M.D.  
Mihael H. Polymeropoulos, M.D.  
*Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

| <b>Name</b>  | <b>Title</b>  | <b>Date</b>      |
|--|---|------------------|
| /s/ Mihael H. Polymeropoulos, M.D.   |   | January 19, 2007 |
| Mihael H. Polymeropoulos, M.D.   | President, Chief Executive Officer and<br>Director (principal executive officer)                                |                  |
| /s/ Steven A. Shallcross   | Senior Vice President, Chief Financial<br>Officer and Treasurer (principal financial<br>and accounting officer) | January 19, 2007 |
| Steven A. Shallcross<br>*  |   | January 19, 2007 |
| Argeris N. Karabelas, Ph.D.<br>*   | Director  | January 19, 2007 |
| Brian K. Halak, Ph.D.<br>*   | Director  | January 19, 2007 |
| H. Thomas Watkins<br>*   | Director  | January 19, 2007 |
| David Ramsay<br>*  | Director  | January 19, 2007 |
| James B. Tananbaum, M.D.<br>*  | Director  | January 19, 2007 |
| Richard W. Dugan   | Director  |                  |
| *By: /s/ <u>Mihael H. Polymeropoulos, M.D.</u><br>Mihael H. Polymeropoulos, M.D.<br>Attorney-in-Fact |   |                  |

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| 23.2               | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.   |
| 23.3               | Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP (contained in Exhibit 5.1).                            |
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