

Vanda Pharmaceuticals Inc.  
 Form 4  
 November 16, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Biomedical Sciences Investment Fund Pte Ltd.

(Last) (First) (Middle)

20 BIOPOLIS WAY, #09-01

(Street)

CENTROS, U0 138668

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Vanda Pharmaceuticals Inc. [VNDA]

3. Date of Earliest Transaction (Month/Day/Year)

11/15/2006

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/15/2006		S	25,711 D \$ 15.1317	2,546,957	I (1)	See Footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Biomedical Sciences Investment Fund Pte Ltd. 20 BIOPOLIS WAY #09-01 CENTROS, U0 138668		X		
Bio One Capital Pte Ltd. 20 BIOPOLIS WAY #09-01 CENTROS, U0 138668		X		
EDB Investments Pte Ltd. 20 BIOPOLIS WAY #09-01 CENTROS, U0 138668		X		

## Signatures

/s/ Sim Sze Kuan	11/15/2006
__Signature of Reporting Person	Date
Sim Sze Kuan, Attorney in Fact for Bio*One Capital Pte Ltd	11/15/2006
__Signature of Reporting Person	Date
Sim Sze Kuan, Attorney in Fact for EDB Investments Pte Ltd	11/15/2006
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1)

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Securities owned directly by BioMedical Sciences Investment Fund Pte Ltd. These securities may be deemed to be beneficially owned by Bio\*One Capital Pte Ltd ("Bio\*One"), the fund manager of BioMedical Sciences Investment Fund Pte Ltd ("BSIF") and EDB Investments Pte Ltd ("EDBI"), the parent company of BSIF and Bio\*One. Each of Bio\*One and EDBI disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that Bio\*One or EDBI is the beneficial owner of the securities for any purpose, except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ont-family:times;">

Employment Separation Agreement and Release between Michael Beaudry, Former Eastern Region President, and the Registrant, dated March 4, 2010.

10.57(31)

Lease between Valley Centre I, L.L.C. and the Registrant, dated August 3, 1998.

10.58(31)

Lease between Metropolitan Life Insurance Company and the Registrant, dated July 31, 2001.

10.59(31)

Lease between FR York Property Holding, LP, and the Registrant, dated March 14, 2008.

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<b>Exhibit No.</b>	<b>Description</b>
10.60(31)	Lease between ALCO Cityside Federal LLC, and the Registrant, dated October 14, 2008.
10.61(31)	Amendment to Lease between Principal Life Insurance Company, and the Registrant, dated April 23, 2008.
10.62(31)	Amendment to Lease between ALCO Cityside Federal LLC, and the Registrant, dated May 12, 2009.
10.63*	Sixth Amendment to Amended and Restated Loan and Security Agreement as of February 25, 2009.
10.64*	Ninth Amendment to Term Loan Agreement with Bank of America, N.A. as successor to Fleet Capital Corporation, dated February 25, 2009.
10.65*+	Amendment to Distribution Agreement between the Registrant and Whole Foods Market Distribution, Inc., effective June 2, 2010.
10.66* **	Named Executive Officer and Director Compensation Summary.
10.67* **	Change in Control Agreement between the Registrant and each of Mark Shamber and Joseph J. Traficanti.
10.68* **	Change in Control Agreement between the Registrant and each of Thomas Dziki, Sean Griffin, Thomas Grillea, Kurt Luttecke, David Matthews and John Stern.
10.69(34)**	Severance Agreement between the Registrant and each of Michael Funk, Thomas Grillea, Kurt Luttecke, David Matthews, Mark Shamber, Joseph J. Traficanti and John Stern.
10.70* **	Form of Restricted Unit Award Agreement.
10.71* **	Form of Non-Statutory Stock Option Award Agreement.
12.1*	Computation of Ratio of Earnings to Fixed Charges.
21*	Subsidiaries of the Registrant.
23.1*	Consent of Independent Registered Public Accounting Firm.
31.1*	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 CEO.
31.2*	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 CFO.
32.1*	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 CEO.
32.2*	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 CFO.

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\*  
Filed herewith.

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Denotes a management contract or compensatory plan or arrangement.

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Certain confidential portions of this exhibit were omitted by means of redacting a portion of the text. This exhibit has been filed separately with the Securities and Exchange Commission accompanied by a confidential treatment request pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

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Previously filed and being re-filed herewith solely for the purpose of including certain exhibits and schedules that have been updated on June 11, 2010 in connection with our acquisition of the SDG assets from SunOpta.

- (1) Incorporated by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-11349).
- (2) Incorporated by reference to the Registrant's Definitive Proxy Statement for the year ended July 31, 2000.
- (3) Incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended July 31, 2003.
- (4) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 30, 2004.
- (5) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 30, 2003.
- (6) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended January 31, 2004.
- (7) Incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended July 31, 2000.
- (8) Incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended July 31, 1997.
- (9) Incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended July 31, 2004.
- (10) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended October 31, 2004.
- (11) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended January 31, 2005.
- (12) Incorporated by reference to the Registrant's Registration Statement on Form S-8 POS (File No. 333-123462).
- (13) Incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended July 31, 2005.
- (14) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended January 28, 2006.
- (15) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 29, 2006.
- (16) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended October 28, 2006.
- (17) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 28, 2007.
- (18) Incorporated by reference to the Registrant's Current Report on Form 8-K, filed on September 19, 2007.
- (19)

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Incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended July 28, 2007.

(20)

Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended October 27, 2007.

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- (21) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended January 26, 2008.
  - (22) Incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended August 2, 2008.
  - (23) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the year ended November 1, 2008.
  - (24) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended January 31, 2009.
  - (25) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended May 2, 2009.
  - (26) Incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended August 1, 2009.
  - (27) Incorporated by reference to the Registrant's Definitive Proxy Statement on Form DEF 14A, Appendix B, filed on October 30, 2008.
  - (28) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended October 31, 2009.
  - (29) Incorporated by reference to the Registrant's Current Report on Form 8-K, filed on January 29, 2010.
  - (30) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended January 30, 2010.
  - (31) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended May 1, 2010.
  - (32) Incorporated by reference to the Registrant's Current Report on Form 8-K, filed on May 11, 2010.
  - (33) Incorporated by reference to the Registrant's Current Report on Form 8-K, filed on June 10, 2010.
  - (34) Incorporated by reference to the Registrant's Current Report on Form 8-K, filed on April 7, 2008.
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