Vanda Pharmaceuticals Inc.

Form 3

April 12, 2006

# FORM 3

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

**OMB APPROVAL** 

**OMB** Number:

3235-0104

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INITIAL STATEMENT OF 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 \*

À BLAIR JAMES C

LLC, ONE PALMER

(Last)

**SQUARE** 

(First)

(Street)

C/O DOMAIN ASSOCIATES.

(Middle)

Statement

(Month/Day/Year)

04/12/2006

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Vanda Pharmaceuticals Inc. [VNDA]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

Director Officer

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

6. Individual or Joint/Group

Filing(Check Applicable Line) \_X\_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

PRINCETON, ÂNJÂ 08542

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

Form: (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

Exercisable

3. Title and Amount of Securities Underlying **Derivative Security** 

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 4)

Date

**Expiration Title** 

Amount or Number of Derivative Security

Security: Direct (D)

1

### Edgar Filing: Vanda Pharmaceuticals Inc. - Form 3

				Shares		or Indirect (I) (Instr. 5)	
Series B Preferred Stock	(2)	(2)	Common Stock	3,169,626 (3)	\$ <u>(2)</u>	I	By Domain Partners VI, L.P.
Series B Preferred Stock	(2)	(2)	Common Stock	33,968 (3)	\$ (2)	I	By DP VI Associates, L.P. (1)

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

BLAIR JAMES C

C/O DOMAIN ASSOCIATES, LLC

 Â X Â Â

ONE PALMER SQUARE
PRINCETON, NJÂ 08542

**Signatures** 

/s/Kathleen K. Schoemaker, Attorney-in-Fact

04/12/2006

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
  - The Reporting Person is a Managing Member of One Palmer Square Associates VI, LLC, which is the sole general partner of Domain Partners VI, L.P. and DP VI Associates, L.P. Pursuant to Instruction (5)(b)(iv) of Form 3, the Reporting Person has elected to report as
- (1) indirectly beneficially owned the entire number of securities beneficially owned by each such entity. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his or her pecuniary interest therein and/or that are not actually distributed to him or her.
- (2) All outstanding shares of the Issuer's preferred stock will automatically convert into Common Stock immediately upon the closing of the Issuer's initial public offering, for no additional consideration.
- (3) Reflects a 1 for 3.309755 the reverse split of the Common Stock.

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.

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