STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Vanda Pharmaceuticals Inc.

Form 4

November 12, 2008

#### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * TANG KEVIN C		Symbol	er Name <b>and</b> Ticker or Trading  Pharmaceuticals Inc. [VNDA]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First) (	Middle) 3. Date	of Earliest Transaction	(Check all applicable)		
4401 EAST	GATE MALL	(Month/ 11/07/2	Day/Year) 2008	Director X 10% Owner Officer (give title below) Other (specify below)		
	(Street)	4. If Am	endment, Date Original	6. Individual or Joint/Group Filing(Check		
SAN DIEG	SO, CA 92121 (State)		onth/Day/Year)  ole I - Non-Derivative Securities Acq	Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person  uired, 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. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price	Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		
Common	11/07/2008		P 560,000 A \$ 0.820	$_{11}$ 3,520,852 $I_{\underline{(1)}}$ By LP $\underline{(1)}$		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

0.8291

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

### Edgar Filing: Vanda Pharmaceuticals Inc. - Form 4

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5.	6. Date Exerc		7. Title and Amount of		
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month Day/Teat)	(Month/Day/Year)	Code (Instr. 8)	ctionNumber of (Month/Day/Year)  8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Underlying Securities (Instr. 3 and	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amo or Num of	nber	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
Reporting Owner Name / Namess	Director	10% Owner	Officer	Other	
TANG KEVIN C 4401 EASTGATE MALL SAN DIEGO, CA 92121		X			
TANG CAPITAL MANAGEMENT LLC 4401 EASTGATE MALL SAN DIEGO, CA 92121		X			
TANG CAPITAL PARTNERS LP 4401 EASTGATE MALL SAN DIEGO, CA 92121		X			

# **Signatures**

/s/ Kevin C. Tang		11/12/2008	
	**Signature of Reporting Person	Date	
/s/ Kevin C. Tang, Managing Member			
	**Signature of Reporting Person	Date	
/s/ Kevin C. Tang, as Managing Member of Tang Capital Management, LLC, General Partner			
	**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).
- The securities are held by Tang Capital Partners, LP. Kevin C. Tang is the sole manager of Tang Capital Management, LLC, which is the general partner of Tang Capital Partners, LP. Mr. Tang disclaims beneficial ownership of the securities except to the extent of his 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.

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