

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-C
REPORT BY ISSUER OF SECURITIES QUOTED ON NASDAQ
INTERDEALER QUOTATION SYSTEM

FILED PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 AND RULE 13a-17 OR 15d-17 THEREUNDER

VIVUS, INC.
(EXACT NAME OF ISSUER AS SPECIFIED IN CHARTER)

545 MIDDLEFIELD ROAD, SUITE 200, MENLO PARK, CALIFORNIA 94025
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

Issuer's telephone number, including area code (415) 325-5511

I. CHANGE IN NUMBER OF SHARES OUTSTANDING

1. Title of Security: COMMON STOCK
2. Number of shares outstanding before the change: 13,804,665
3. Number of shares outstanding after the change: 15,804,665
4. Effective date of change: JUNE 24, 1996
5. Method of change: PUBLIC OFFERING OF COMMON STOCK

Give brief description of transaction: UNDERWRITTEN PUBLIC OFFERING OF ISSUER'S COMMON STOCK PURSUANT TO A REGISTRATION STATEMENT ON FORM S-3 (REGISTRATION NO. 333-04857) FILED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), ON MAY 31, 1996, AMENDMENT NO. 1 THERETO FILED JUNE 3, 1996, AMENDMENT NO. 2 THERETO FILED JUNE 21, 1996 (COLLECTIVELY, THE "REGISTRATION STATEMENT") AND THE PROSPECTUS FILED JUNE 24, 1996 PURSUANT TO RULE 424(b) UNDER THE ACT. THE REGISTRATION STATEMENT WAS DECLARED EFFECTIVE JUNE 24, 1996.

II. CHANGE IN NAME OF ISSUER

1. Name prior to change: N/A
2. Name after change: N/A
3. Effective date of charter amendment changing name: N/A
4. Date of shareholder approval of change, if required: N/A

Date: JUNE 28, 1996

/S/ LELAND F. WILSON

LELAND F. WILSON
PRESIDENT AND CHIEF EXECUTIVE OFFICER