

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Amendment No. 1)

Under the Securities Exchange Act of 1934

VIVUS, Inc.
(Name of Issuer)

Common Stock, Par Value \$.001
(Title of Class of Securities)

928551100
(CUSIP Number)

Peter A. Nussbaum, Esq.
Schulte Roth & Zabel LLP
900 Third Avenue
New York, New York 10022
(212) 756-2000

(Name, address and telephone number of person
authorized to receive notices and communications)

November 3, 1997
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box ☐.

Check the following box if a fee is being paid with the statement ☐. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON VGH Partners, L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS* WC 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES	7 SOLE VOTING POWER 0	
BENEFICIALLY OWNED BY EACH	8 SHARED VOTING POWER 667,200	
REPORTING PERSON WITH	9 SOLE DISPOSITIVE POWER 0	
	10 SHARED DISPOSITIVE POWER 667,200	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 667,200	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.0%	
14	TYPE OF REPORTING PERSON* 00	

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Vinik Partners, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS* WC 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES	7 SOLE VOTING POWER 0	
BENEFICIALLY OWNED BY EACH	8 SHARED VOTING POWER 667,200	
REPORTING PERSON WITH	9 SOLE DISPOSITIVE POWER 0	
	10 SHARED DISPOSITIVE POWER 667,200	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 667,200	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.0%	
14	TYPE OF REPORTING PERSON* PN	

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Vinik Asset Management, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS* 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES	7 SOLE VOTING POWER 0	
BENEFICIALLY OWNED BY EACH	8 SHARED VOTING POWER 936,400	
REPORTING PERSON WITH	9 SOLE DISPOSITIVE POWER 0	
	10 SHARED DISPOSITIVE POWER 936,400	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 936,400	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.8%	
14	TYPE OF REPORTING PERSON* PN	

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Jeffrey N. Vinik	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS* AF 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES	7 SOLE VOTING POWER 0	
BENEFICIALLY OWNED BY EACH	8 SHARED VOTING POWER 1,603,600	
REPORTING PERSON WITH	9 SOLE DISPOSITIVE POWER 0	
	10 SHARED DISPOSITIVE POWER 1,603,600	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,603,600	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.8%	
14	TYPE OF REPORTING PERSON* IN	

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Michael S. Gordon	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS* AF 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES	7 SOLE VOTING POWER 0	
BENEFICIALLY OWNED BY EACH	8 SHARED VOTING POWER 1,603,600	
REPORTING PERSON WITH	9 SOLE DISPOSITIVE POWER 0	
	10 SHARED DISPOSITIVE POWER 1,603,600	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,603,600	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.8%	
14	TYPE OF REPORTING PERSON* IN	

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Mark D. Hostetter	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS* AF 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES	7 SOLE VOTING POWER 0	
BENEFICIALLY OWNED BY EACH	8 SHARED VOTING POWER 1,603,600	
REPORTING PERSON WITH	9 SOLE DISPOSITIVE POWER 0	
	10 SHARED DISPOSITIVE POWER 1,603,600	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,603,600	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.8%	
14	TYPE OF REPORTING PERSON* IN	

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Vinik Asset Management, L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS* 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES	7 SOLE VOTING POWER 0	
BENEFICIALLY OWNED BY EACH	8 SHARED VOTING POWER 936,400	
REPORTING PERSON WITH	9 SOLE DISPOSITIVE POWER 0	
	10 SHARED DISPOSITIVE POWER 936,400	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 936,400	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.8%	
14	TYPE OF REPORTING PERSON* 00	

This Amendment No. 1 amends the statement on Schedule 13D which was filed on September 15, 1997 by the undersigned (as amended, the "Schedule 13D") with respect to the common stock, \$.001 par value per share (the "Common Stock"), issued by VIVUS, Inc., a Delaware corporation (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13D.

Except as specifically provided herein, this Amendment does not modify any of the information previously reported on Schedule 13D.

* * *

Item 3 is hereby supplemented as follows:

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The net investment cost (including commissions, if any) of the shares of Common Stock purchased by Vinik Partners, Vinik Overseas and the Discretionary Account since the filing of Schedule 13D is \$371,033.00, \$490,313.50 and \$27,903.50, respectively.

* * *

The following paragraph of Item 5 is hereby amended and restated as follows:

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) The approximate aggregate percentage of shares of Common Stock reported beneficially owned by each person herein is based on 33,149,729 shares outstanding, which is the total number of shares of Common Stock outstanding as of September 30, 1997, as reflected in the Company's quarterly report on Form 10-Q filed with the Securities and Exchange Commission (the "Commission") for the fiscal year ended September 30, 1997 (which is the most recent Form 10-Q).

As of the close of business on November 4, 1997:

(i) Vinik Partners owns beneficially 667,200 shares of Common Stock, constituting approximately 2.0% of the shares outstanding.

(ii) VAM LP owns directly no shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the "Act"), VAM LP may be deemed to own beneficially 883,800 shares (constituting approximately 2.7% of the shares outstanding) held by Vinik Overseas, and 52,600 shares of Common Stock (constituting approximately 0.2% of the shares outstanding) held by the Discretionary Account, which, when aggregated, total 936,400 shares of Common Stock, constituting approximately 2.8% of the shares outstanding.

(iii) Messrs. Vinik, Gordon and Hostetter each directly owns no shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the 667,200 shares beneficially owned by Vinik Partners, the 883,800 shares beneficially owned by Vinik Overseas, and the 52,600 shares beneficially owned by the Discretionary Account. Such shares total 1,603,600 shares of Common Stock, constituting approximately 4.8% of the shares outstanding.

(iv) VGH owns directly no shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, VGH may be deemed to own beneficially the 667,200 shares beneficially owned by Vinik Partners, constituting approximately 2.0% of the shares outstanding.

(v) VAM LLC owns directly no shares of Common Stock. By reasons of the provisions of Rule 13d-3 of the Act, VAM LLC may be deemed to own the 883,800 shares beneficially owned by Vinik Overseas and the 52,600 shares beneficially owned by the Discretionary Account. When the shares beneficially owned by Vinik Overseas and the Discretionary Account are aggregated they total 936,400 shares of Common Stock, constituting approximately 2.8% of the shares outstanding.

(vi) In the aggregate, the Reporting Persons beneficially own a total of 1,603,600 shares of Common Stock, constituting approximately 4.8% of the shares outstanding.

* * *

The following paragraph of Item 5 is hereby supplemented as follows:

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(c) The trading dates, number of shares of Common Stock purchased or sold and price per share for all transactions in the Common Stock since those reported in Schedule 13D filed on September 15, 1997 to November 4, 1997 by Vinik Partners and by VAM LP, on behalf of Vinik Overseas and the Discretionary Account, are set forth in Schedules A, B and C.

* * *

The following paragraph is hereby added to Item 5:

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(e) As of November 4, 1997 the Reporting Persons ceased to be the beneficial owners of more than five percent of the Company's Common Stock.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: November 4, 1997

/s/ Jeffrey N. Vinik,
JEFFREY N. VINIK, individually
and as senior managing member of
VGH Partners, L.L.C., on behalf
of VINIK PARTNERS, L.P.

/s/ Jeffrey N. Vinik
Jeffrey N. Vinik, as senior managing
member of Vinik Asset Management, L.L.C.,
on behalf of VINIK ASSET MANAGEMENT, L.P.

/s/ Jeffrey N. Vinik
Jeffrey N. Vinik, as senior managing
member of VGH PARTNERS, L.L.C. and
VINIK ASSET MANAGEMENT, L.L.C.

/s/ Michael S. Gordon, individually
MICHAEL S. GORDON

/s/ Mark D. Hostetter, individually
MARK D. HOSTETTER

Schedule A

Vinik Partners, L.P.

Transactions in the Common Stock

Date of Transaction	Number of Shares Purchased/(Sold)	Price Per Share (including Commissions, if any)
09/15/97	4,200	\$27.6250
09/24/97	(52,600)	37.4339
09/25/97	(20,800)	37.1042
09/26/97	(23,300)	36.1538
09/29/97	(400)	35.8508
10/02/97	(6,000)	36.9788
10/03/97	(20,800)	37.7241
10/06/97	(31,200)	40.7373
10/07/97	(9,100)	39.4247
10/28/97	10,400	24.5200
10/29/97	(10,400)	26.8211
11/03/97	(114,800)	25.7706
11/03/97	(4,100)	26.7916
11/04/97	(70,700)	25.1749

Schedule B

Vinik Asset Management, L.P.
on behalf of
Vinik Overseas Fund, Ltd.

Transactions in the Common Stock

Date of Transaction	Number of Shares Purchased/(Sold)	Price Per Share (including Commissions, if any)
09/15/97	5,500	\$27.6250
09/24/97	(39,200)	37.4339
09/25/97	(27,600)	37.1042
09/26/97	(30,900)	36.1538
09/29/97	(600)	35.8508
10/02/97	(7,900)	36.9788
10/03/97	(27,600)	37.7241
10/06/97	(41,300)	40.7373
10/07/97	(12,200)	39.4247
10/28/97	13,800	24.5200
10/29/97	(13,800)	26.8211
11/03/97	(152,100)	25.7706
11/03/97	(5,600)	26.7916
11/04/97	(93,700)	25.1749

Schedule C

Vinik Asset Management, L.P.
on behalf of the
Discretionary Account

Transactions in the Common Stock

Date of Transaction	Number of Shares Purchased/(Sold)	Price Per Share (including Commissions, if any)
09/15/97	300	\$27.6250
09/24/97	(2,300)	37.4339
09/25/97	(1,600)	37.1042
09/26/97	(1,800)	36.1538
10/02/97	(500)	36.9788
10/03/97	(1,600)	37.7241
10/06/97	(2,500)	40.7373
10/07/97	(700)	39.4247
10/28/97	800	24.5200
10/29/97	(800)	26.8211
11/03/97	(9,100)	25.7706
11/03/97	(300)	26.7916
11/04/97	(5,600)	25.1749