

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* <u>FIRST MANHATTAN CO</u>	2. Date of Event Requiring Statement (Month/Day/Year) 05/23/2013	3. Issuer Name and Ticker or Trading Symbol <u>VIVUS INC [VVUS]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director <input checked="" type="checkbox"/> 10% Owner</div> <div>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)</div> <div>SEE REMARKS</div>	
		5. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <div>Form filed by One Reporting Person</div> <div><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</div>	
(Last) (First) (Middle) 399 PARK AVENUE			
(Street) NEW YORK NY 10022			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.001 par value ("Common Stock")	4,393,316	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁹⁾
Common Stock	5,000	D ⁽⁴⁾⁽⁹⁾	
Common Stock	2,000	D ⁽⁵⁾⁽⁹⁾	
Common Stock	1,500	D ⁽⁶⁾⁽⁹⁾	
Common Stock	100	D ⁽⁷⁾⁽⁹⁾	
Common Stock	900	D ⁽⁸⁾⁽⁹⁾	

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)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

1. Name and Address of Reporting Person* <u>FIRST MANHATTAN CO</u>
(Last) (First) (Middle) 399 PARK AVENUE
(Street) NEW YORK NY 10022
(City) (State) (Zip)
1. Name and Address of Reporting Person* <u>First BioMed Management Associates LLC</u>
(Last) (First) (Middle) 399 PARK AVENUE
(Street) NEW YORK NY 10022
(City) (State) (Zip)
1. Name and Address of Reporting Person* <u>ROSENMAN HERM</u>
(Last) (First) (Middle)

8420 SANTALUZ VILLAGE GREEN		
E. #100		
(Street)		
SAN DIEGO	CA	92121
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

BIRO JON C

(Last)(First)(Middle)

5858 WESTHEIMER

SUITE 200

(Street)

HOUSTONTX77057

(City)(State)(Zip)

1. Name and Address of Reporting Person*

Norton David Y

(Last)(First)(Middle)

8 GREENHOLM STREET, APT C

(Street)

PRINCETONNJ08540

(City)(State)(Zip)

1. Name and Address of Reporting Person*

KEATING MELVIN L

(Last)(First)(Middle)

18 DRIFTWOOD DRIVE

(Street)

LIVINGSTONNJ07039

(City)(State)(Zip)

Explanation of Responses:

1. The shares of Common Stock reported on this line may be deemed to be indirectly beneficially owned by First Manhattan Co., a New York limited partnership ("FMC"), certain of its partners and/or First BioMed Management Associates, LLC ("FBMA"), a Delaware limited liability company, as described herein and in footnote 2 below. The sole general partner of FMC is First Manhattan LLC ("FMLLC"), a New York limited liability company. The sole managing members of FBMA are FMC and Samuel F. Colin ("Dr. Colin").
2. The securities reported on this line include (i) a number of shares of Common Stock which represents a proportion of the aggregate number of shares of Common Stock directly held by First Health, L.P., First Health Limited and First Health Associates, L.P. (collectively, the "First Health Funds"), pooled investment vehicles to which FMC acts as the investment advisor, which proportion is attributable to the limited partnership interests of certain partners of FMC that are also limited partners of the First Health Funds; (ii) shares of Common Stock directly held by First BioMed, L.P. and First BioMed Portfolio, L.P., pooled investment vehicles to which FMBA acts as the investment advisor; and (iii) shares of Common Stock held in the accounts of partners, and the immediate family of partners, including shares of Common Stock held in Dr. Colin's personal account and shares of Common Stock held by trusts established for the benefit of Dr. Colin's family members.
3. (continued from footnote (2)) The shares of Common Stock reported on this line include only those shares in which FMC, certain of its partners and/or FMBA, as applicable, may be deemed to have a pecuniary interest (as such term is defined under Rule 16a-1(a)(2) of the Securities Exchange Act of 1934, as amended (the "1934 Act")) and accordingly does include additional shares which FMC and/or FMBA, as applicable, may be deemed to beneficially own for purposes of Section 13(d) of the 1934 Act as reported in the Schedule 13D filed by the reporting persons (the "Schedule 13D").
4. The shares of Common Stock reported on this line are held directly by Herman Rosenman.
5. The shares of Common Stock reported on this line are held directly by Jon C. Biro.
6. The shares of Common Stock reported on this line are held directly by David York Norton.
7. The shares of Common Stock reported on this line are held directly by Rolf Bass.
8. The shares of Common Stock reported on this line are held directly by Melvin L. Keating.
9. For purposes of Rule 16a-1(a)(2) of the 1934 Act, each of the reporting persons disclaims beneficial ownership of the shares reported herein to the extent such beneficial ownership exceeds its pecuniary interest therein.

Remarks:

As described in Item 4 of Amendment No. 5 to the Schedule 13D, the reporting persons and Alexander J. Denner, Ph.D. ("Dr. Denner") and his affiliated funds and their investment manager (collectively with Dr. Denner, the "Denner Parties") may be deemed to be a "group" pursuant to Rule 13d-5(b)(1) promulgated under the 1934 Act and as such may be deemed, collectively, to beneficially own more than 10% of the outstanding shares of Common Stock for purposes of Section 13(d) of the 1934 Act. The reporting persons each disclaim beneficial ownership of any shares of Common Stock beneficially owned by the Denner Parties.

s/ Neal K. Stearns, Managing
Member of First Manhattan
LLC, General Partner of First
Manhattan Co.

06/03/2013

/s/ Neal K. Stearns, Managing
Member of First Manhattan
LLC, General Partner of First
Manhattan Co., Co-Managing
Member of First BioMed
Management Associates, LLC

06/03/2013

<u>/s/ Herman Rosenman</u>	<u>06/03/2013</u>
<u>/s/ Jon C. Biro</u>	<u>06/03/2013</u>
<u>/s/ David York Norton</u>	<u>06/03/2013</u>
<u>/s/ Rolf Bass</u>	<u>06/03/2013</u>
<u>/s/ Melvin L. Keating</u>	<u>06/03/2013</u>
** Signature of Reporting Person	Date

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

* 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).

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

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