

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)*

Vivus, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

928551100

(CUSIP Number)

* 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 disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 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).

SCHEDULE 13G

CUSIP No. 928551100

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Trustees of General Electric Pension Trust
I.R.S. #14-6015763

2 Check the Appropriate Box If a Member of a Group* a. ☐
b. ☐

3 SEC Use Only

4 Citizenship or Place of Organization

State of New York

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With
5 Sole Voting Power
319,900

6 Shared Voting Power
0

7 Sole Dispositive Power
319,900

8 Shared Dispositive Power
0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

319,900

10	Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares* _
11	Percent of Class Represented By Amount in Row (9) 2.0%
12	Type of Reporting Person* EP

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a) Name of Issuer
Vivus, Inc.

Item 1(b) Address of Issuer's Principal Executive Office
545 Middlefield Road, Suite 200
Menlo Park, California 94025

Item 2(a) Name of Person Filing
Trustees of General Electric Pension Trust ("GEPT")
(See Schedule 1)

Item 2(b) Address of Principal Business Office
3003 Summer Street
Stamford, Connecticut 06904

Item 2(c) Citizenship
New York State

Item 2(d) Title of Class of Securities
Common Stock

Item 2(e) CUSIP Number
928551100

Item 3 If this statement is filed pursuant to Rules 13d- 1(b) or 13d-2(b), check whether the person filing is a:

(a) ☐ Broker or Dealer registered under Section 15 of the Act

(b) ☐ Bank as defined in Section 3(a) of the Act

(c) ☐ Insurance Company as defined in Section 3(a)(19) of the Act

(d) ☐ Investment Company registered under Section 8 of the Investment Company Act

- (e) ☐ Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940
- (f) ☒ Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see ss.240.13d-1(b)(1)(ii)(F)
- (g) ☐ Parent Holding Company, in accordance with ss.240.13d-1(b)(ii)(G) (Note: See Item 7)
- (h) ☐ Group, in accordance with ss.240.13d-1(b)(1)(ii)(H)

Item 4 Ownership

- (a) Amount Beneficially Owned: As of December 31, 1996, GEPT is deemed to be the beneficial owner of 319,000 shares of Common Stock.
- (b) Such 319,000 shares of Common Stock represent approximately 2.0% of the outstanding Common Stock.
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or direct the vote: 319,000
 - (ii) shared power to vote or direct the vote: 0
 - (iii) sole power to dispose or direct the disposition of: 319,000
 - (iv) shared power to dispose or to direct the disposition of: 0

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☒.

Item 6 Ownership of More than Five Percent on Behalf of Another Person

Not applicable

Item 7 Identification and Classification of the Subsidiary
Which Acquired the Security Being Reported on by
the Parent Holding Company

Not applicable

Item 8 Identification and Classification of Members of the
Group

Not applicable

Item 9 Notice of Dissolution of Group

Not applicable

Item 10 Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

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

February 14, 1997

TRUSTEES OF GENERAL ELECTRIC PENSION
TRUST

By: /s/ Alan M. Lewis

Alan M. Lewis
Trustee

SCHEDULE I

TRUSTEES OF
GENERAL ELECTRIC PENSION TRUST

3003 Summer Street, P.O. Box 7900
Stamford, Connecticut 06904

The names of the Trustees of General Electric Pension
Trust are as follows:

EUGENE K. BOLTON

MICHAEL J. COSGROVE

RALPH R. LAYMAN

ALAN M. LEWIS

ROBERT A. MACDOUGALL

JOHN H. MYERS

DONALD W. TOREY