

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Shaw Allan</u>  (Last) (First) (Middle) <u>C/O VIVUS, INC.</u> <u>900 E. HAMILTON AVE., SUITE 550</u>  (Street) <u>CAMPBELL CA 95008</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VIVUS INC [ VVUS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/01/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, 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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/01/2018		M		139 <sup>(1)</sup>	A	<sup>(2)</sup>	6,432 <sup>(3)</sup>	D	
Common Stock	10/01/2018		F		43 <sup>(4)</sup>	D	\$5.63 <sup>(5)</sup>	6,389 <sup>(3)</sup>	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- On September 10, 2018, VIVUS, Inc. effected a 1-for-10 reverse stock split (the "Reverse Split"). Accordingly, 1,389 shares of common stock on a pre-Reverse Split basis were adjusted to 139 shares following the Reverse Split (with fractional shares rounded up to the next whole number). The shares of common stock relate to the previously disclosed restricted stock units that vested on September 15, 2018 and released on October 1, 2018.
- Restricted stock units converted into VIVUS, Inc. common stock on a 1-for-1 basis upon vesting.
- The number of shares beneficially owned following the reported transaction has been adjusted to reflect the Reverse Split (with fractional shares rounded up to the next whole number).
- The reporting person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than by way of forfeiture to VIVUS, Inc. in order to cover estimated tax liability.
- The price reported for the securities is the market value on the business day immediately before September 15, 2018.

**Remarks:**

/s/ Julie Hollenback, Attorney-in-Fact 10/03/2018

\*\* 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 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.