

<b>OMB APPROVAL</b>	
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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>ROSENMAN HERM</u>  (Last) (First) (Middle) C/O VIVUS, INC. 900 E. HAMILTON AVE., SUITE 550  (Street) CAMPBELL CA 95008  (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>10/27/2017</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	10/27/2017		M		12,500	A	(2)	66,074	D	
Common Stock	10/27/2017		D <sup>(3)</sup>		4,403	D	\$0.7	61,671	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$0.7	10/27/2017		A		150,000		(1)	10/27/2024	Common Stock	150,000	\$0	150,000	D	
Restricted Stock Units	(2)	10/27/2017		M		12,500		(4)	(4)	Common Stock	12,500	\$0	0	D	

**Explanation of Responses:**

- One twelfth (1/12th) of the total number of shares subject to the option shall vest and become exercisable on the 27th of each month following October 27, 2017, subject to such individual continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) on the relevant vesting dates.
- Restricted stock units converted into VIVUS, Inc. common stock on a 1-for-1 basis.
- 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 restricted stock units (RSUs) vest according to the following schedule: Commencing on November 8, 2016, 1/4th of the total RSUs originally granted shall vest on each of February 8, 2017, May 8, 2017, August 8, 2017 and November 8, 2017; provided, however, that (a) if the next annual stockholder meeting occurs prior to November 8, 2017 and the individual has remained a Service Provider (as defined in the VIVUS, Inc. 2010 Equity Incentive Plan), the vesting of the RSUs shall accelerate in full as of the date of the next annual stockholder meeting and (b) if the individual ceases to be a Service Provider (other than removal for cause) prior to any of the foregoing vesting dates, then 1/12th of the shares underlying the RSUs shall accelerate for each month elapsed from the most recent vesting date until the month in which the individual (i) ceases to be a Service Provider and (ii) has remained a Service Provider through at least the 8th day of such month.

**Remarks:**

/s/ Julie Hollenback, by power of attorney 10/31/2017

\*\* 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.

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