

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)
September 25, 2018

VIVUS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-33389
(Commission File Number)

94-3136179
(IRS Employer
Identification No.)

**900 E. HAMILTON AVENUE, SUITE 550
CAMPBELL, CA 95008**
(Address of principal executive offices, including zip code)

(650) 934-5200
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure

On September 26, 2018, VIVUS, Inc. (the "Company") issued a press release titled "VIVUS Regains Compliance with Nasdaq Listing Requirements."

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K. The information in this Item 7.01 and the exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, or incorporated by reference into any of the Company's filings under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

Item 8.01. Other Events

On September 25, 2018, the Company received notification from the staff (the "Staff") of The Nasdaq Stock Market ("Nasdaq") that the Company regained compliance with Listing Rule 5550(a)(2) (the "Rule"), which requires a minimum bid price of \$1.00 per share. The Staff notified the Company that it has

regained compliance with the Rule and it has closed the matter. The Company is now fully compliant with all Nasdaq listing rules.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by VIVUS, Inc. dated September 26, 2018.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VIVUS, INC.

/s/ John L. Slebir

John L. Slebir

Senior Vice President, Business Development and General Counsel

Date: September 26, 2018

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VIVUS Regains Compliance with Nasdaq Listing Requirements

CAMPBELL, Calif., Sept. 26, 2018 — VIVUS, Inc. (Nasdaq: VVUS) (the “Company”), a biopharmaceutical company that develops and commercializes novel therapeutic products to address unmet medical needs in human health, announced today that it has regained full compliance with Nasdaq listing requirements.

In a letter dated September 25, 2018, Nasdaq informed the Company that it has achieved compliance with the minimum bid price rule and is in compliance with other applicable requirements required for continued listing on The Nasdaq Capital Market.

“When we assembled the new management team in April, combining three new officers with the existing VIVUS team, we articulated a set of key priorities. These included, restructuring our debt, closing the PANCREAZE acquisition, developing a strategy to grow Qsymia, improving our analytical capabilities and regaining Nasdaq compliance,” said John Amos, Chief Executive Officer at VIVUS. “We believe that the accomplishment of these important strategic actions along with the liquidity available through listing on The Nasdaq Capital Market will be beneficial as we continue to execute on our strategy to transform VIVUS into a profitable, sustainable business that creates value for patients and stockholders. We have worked diligently with our Board and the employees of VIVUS to ensure we regained Nasdaq compliance, and we are pleased to have achieved this important objective.”

About VIVUS

VIVUS is a biopharmaceutical company committed to the development and commercialization of innovative therapies that focus on advancing treatments for patients with serious unmet medical needs. For more information about the Company, please visit www.vivus.com.

Forward-Looking Statements

Certain statements in this press release are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995 and are subject to risks, uncertainties and other factors, including risks and uncertainties related to potential change in our business strategy to enhance long-term stockholder value; risks and uncertainties related to our ability to address or potentially reduce our outstanding balance of the convertible notes due in 2020; risks and

uncertainties related to the timing, strategy, tactics and success of the marketing and sales of PANCREAZE; risks and uncertainties related to our commercialization of PANCREAZE as a new product and our recently changed management team initiating the commercialization of PANCREAZE; risks and uncertainties related to our, or our partner’s, ability to successfully commercialize Qsymia; risks and uncertainties related to the impact, if any, of changes to our Board of Directors and senior management team; and risks and uncertainties related to our ability to retain compliance with Nasdaq listing requirements. These risks and uncertainties could cause actual results to differ materially from those referred to in these forward-looking statements. The reader is cautioned not to rely on these forward-looking statements. Investors should read the risk factors set forth in VIVUS’ Form 10-K for the year ended December 31, 2017 as filed on March 14, 2018, and as amended by the Form 10-K/A filed on April 26, 2018, and periodic reports filed with the Securities and Exchange Commission. VIVUS does not undertake an obligation to update or revise any forward-looking statements.

VIVUS, Inc.

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