

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

VIVUS, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

94-3136179

(STATE OF OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

(I.R.S. EMPLOYER IDENTIFICATION NO.)

545 MIDDLEFIELD ROAD, SUITE 200
MENLO PARK, CA 94025
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES,
ZIP CODE)

1991 INCENTIVE STOCK PLAN
1994 DIRECTOR OPTION PLAN
(FULL TITLE OF THE PLAN)

DAVID YNTEMA
CHIEF FINANCIAL OFFICER
VIVUS, INC.
545 MIDDLEFIELD ROAD, SUITE 200
MENLO PARK, CA 94025
(415) 325-5511

(NAME, ADDRESS, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR
SERVICE)

Copy to:

ROBERT D. BROWNELL, ESQ.
WILSON SONSINI GOODRICH & ROSATI
PROFESSIONAL CORPORATION
650 PAGE MILL ROAD
PALO ALTO, CA 94304
(415) 493-9300

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CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (3)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (4)	AMOUNT OF REGISTRATION FEE
Common Stock (\$.001 par value per share)	800,000(1)	\$ 49.625	\$39,700,000	\$ 12,031
Common Stock (\$.001 par value per share)	100,000(2)	\$ 49.625	\$ 4,962,500	\$ 1,504
				\$ 13,535

- (1) These shares represent shares of Common Stock which have become available for issuance under the Registrant's 1991 Incentive Stock Plan as a result of an amendment approved by the shareholders at the Registrant's Annual Meeting of Stockholders held on May 22, 1997 increasing the number of shares authorized for issuance thereunder from 3,100,000 to 3,900,000.
- (2) These shares represent shares of Common Stock which have become available for issuance under the Registrant's 1994 Director Option Plan as a result of an amendment approved by the shareholders at the Registrant's Annual Meeting of Stockholders held on May 22, 1997 increasing the number of shares authorized for issuance thereunder from 100,000 to 200,000.
- (3) Calculated solely for the purpose of determining the registration fee on the basis of the average of the bid and ask prices of the Registrant's Common Stock as reported by the Nasdaq National Market System on June 19, 1997 in accordance with Rule 457(h)(1) and (c).
- (4) Calculated in accordance with Rule 457(h) under the Act based on the aggregate exercise price for options available for grant.

STATEMENT UNDER GENERAL INSTRUCTION E REGISTRATION OF ADDITIONAL SECURITIES.

Unless as noted herein, the Registration Statements on Form S-8 pertaining to the 1991 Incentive Stock Plan (File Nos. 33-80362, 33-75698 and 333-6486) and the 1994 Director Option Plan (File No. 33-80362) are hereby incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

- 5.1 Opinion of counsel as to legality of Securities being registered.
- 23.1 Consent of Arthur Andersen LLP, Independent Public Accountants.
- 23.2 Consent of counsel (contained in Exhibit 5.1).
- 24.1 Power of Attorney (see page 5).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Menlo Park, State of California, on this 24th day of June, 1997.

VIVUS, INC.

By: /s/ LELAND F. WILSON

Leland F. Wilson
President and Chief Executive
Officer

By: /s/ DAVID C. YNTEMA

David C. Yntema
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert D. Brownell, David C. Yntema and Leland F. Wilson, jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
----- /s/ LELAND F. WILSON ----- Leland F. Wilson	President and Chief Executive Officer (Principal Executive Officer)	June 24, 1997
----- /s/ VIRGIL A. PLACE, M.D. ----- Virgil A. Place, M.D.	Chairman of the Board of Directors	June 24, 1997
----- /s/ DAVID C. YNTEMA ----- David C. Yntema	Chief Financial Officer (Principal Financial and Accounting Officer)	June 24, 1997
----- /s/ RICHARD L. CASEY ----- Richard L. Casey	Director	June 24, 1997
----- /s/ SAMUEL D. COLELLA ----- Samuel D. Colella	Director	June 24, 1997
----- /s/ BRIAN H. DOVEY ----- Brian H. Dovey	Director	June 24, 1997
----- /s/ ELIZABETH A. FETTER ----- Elizabeth A. Fetter	Director	June 24, 1997
----- /s/ LINDA JENCKES ----- Linda Jenckes	Director	June 24, 1997

INDEX TO EXHIBITS

Exhibit Number	Description of Document	Page
5.1	Opinion of counsel as to legality of Securities being registered.	E-2
23.1	Consent of Arthur Andersen LLP, Independent Public Accountants.	E-3
23.2	Consent of counsel (contained in Exhibit 5.1).	
24.1	Power of Attorney (see page 5).	

June 24, 1997

VIVUS, Inc.
545 Middlefield Road, Suite 200
Menlo Park, CA 94025

RE: REGISTRATION STATEMENT ON FORM S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by VIVUS, Inc., a Delaware corporation (the "Registrant" or "you"), with the Securities and Exchange Commission on or about June 24, 1997, in connection with the registration under the Securities Act of 1933, as amended, of shares of your Common Stock, no par value (the "Shares"), reserved for issuance pursuant to the 1991 Incentive Stock Plan, as amended and the 1994 Director Option Plan, as amended (the "Plans"). As your legal counsel in connection with this transaction, we have reviewed the proceedings taken by you in connection with the issuance and sale of the Shares pursuant to the Plans.

It is our opinion that, when issued and sold in the manner described in the Plans and pursuant to the agreements that accompany each grant under the Plans, the Shares will be legally and validly issued, fully-paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any subsequent amendment thereto.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati

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CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the 1991 Incentive Stock Plan and 1994 Director Option Plan of VIVUS, Inc., of our report dated January 27, 1997 included in the Company's Form 10-K for the year ended December 31, 1996 to be included in or made part of this Registration Statement for VIVUS, Inc.

Arthur Andersen LLP

San Jose, California
June 19, 1997