

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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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>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>09/15/2018</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					

**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
Restricted Stock Units	(1)(2)	09/15/2018		M			139 <sup>(1)</sup>	(3)	(3)	Common Stock	139 <sup>(1)</sup>	\$0	139 <sup>(1)</sup>	D	

**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 was adjusted to 139 shares following the Reverse Split (with fractional shares rounded up to the next whole number). The shares of common stock will be released to the reporting person on a later date.
- Restricted stock units converted into VIVUS, Inc. common stock on a 1-for-1 basis upon vesting.
- The restricted stock units vest according to the following schedule: 8/36ths of the total restricted stock units originally granted vested on May 15, 2016 and an additional 1/36th of the total restricted stock units originally granted vest on the 15th of each month thereafter, subject to the individual continuing to be a Service Provider (as defined in the VIVUS, Inc. 2010 Equity Incentive Plan) on the relevant vesting dates

**Remarks:**

/s/ Julie Hollenback, Attorney-in-Fact 09/18/2018

\*\* 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.

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