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SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

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 or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

545 Middlefield Road, Suite 200  
 Menlo Park, California 94025  
 (Address of principal executive offices)

- 1991 INCENTIVE STOCK PLAN
- 1994 DIRECTOR OPTION PLAN
- 1994 EMPLOYEE STOCK PURCHASE PLAN

(Full title of the Plans)

DAVID YNTEMA  
 Chief Financial Officer  
 545 Middlefield Road, Suite 200  
 Menlo Park, California 94025  
 (415) 325-5511

(Name, address and telephone number of agent for service)

Copies to:

ROBERT D. BROWNELL, ESQ.  
 Wilson, Sonsini Goodrich & Rosati  
 Professional Corporation  
 650 Page Mill Road  
 Palo Alto, California 94304-1050  
 (415) 493-9300

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CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
See below*	N/A*	N/A*	N/A*	N/A*

\* No additional securities are to be registered, and registration fees were paid upon filing the original Registration Statement No. 33-75698.

VIVUS, INC.  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
REGISTRATION STATEMENT ON FORM S-8

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (the "Amendment") to that certain Registration Statement on Form S-8 (File No. 33-75698) (the "Registration Statement") is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the "Act") by Vivus, Inc., a Delaware corporation ("Vivus Delaware" or the "Company"), which is the successor to Vivus, Inc., a California corporation ("Vivus California"), following a statutory merger effective on May 24, 1996 (the "Merger") for the purpose of changing Vivus California's state of incorporation. Prior to the Merger, Vivus Delaware had no assets or liabilities other than nominal assets or liabilities. In connection with the Merger, Vivus Delaware succeeded by operation of law to all of the assets and liabilities of Vivus California. The Merger was approved by the shareholders of Vivus California at a meeting for which proxies were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act").

Except as modified by this Amendment, Vivus Delaware, by virtue of this Amendment, expressly adopts the Registration Statement as its own registration statement for all purposes of the Act and the 1934 Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. INFORMATION INCORPORATED BY REFERENCE.

The following documents and information previously filed with the Securities and Exchange Commission are hereby incorporated by reference:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1995, filed pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");

(b) The Form 10-Q of the Registrant for the quarter ended March 31, 1996 filed pursuant to Section 13(a) of the Exchange Act.

(c) The description of the Common Stock of the Registrant that is contained in the Registration Statement on Form 8-A filed pursuant to Section 12 of the Exchange Act effective April 6, 1994, including any amendment or report filed for the purpose of updating such description.

(d) All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in the Registration Statement and to be part hereof from the date of filing of such documents.

Item 4. DESCRIPTION OF SECURITIES.

Not applicable.

Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Company's Certificate of Incorporation limits the liability of directors to the maximum extent permitted by Delaware law. Delaware law provides

that directors of a corporation will not be personally liable for monetary damages for breach of their fiduciary duties as directors, except for liability (i) for any breach of their duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) for unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

The Company's Bylaws provide that the Company shall indemnify its directors and officers and may indemnify its employees and other agents to the fullest extent permitted by law. The Company believes that indemnification under its Bylaws covers at least negligence and gross negligence on the part of indemnified parties. The Company's Bylaws also permit the Company to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in such capacity, regardless of whether the Company would have the power to indemnify him or her against such liability under the General Corporation Law of Delaware. The Company currently has secured such insurance on behalf of its officers and directors.

The Company has entered into agreements to indemnify its directors and officer, in addition to indemnification provided for in the Company's Bylaws. Subject to certain conditions, these agreements, among other things, indemnify the Company's directors and officers for certain expenses (including attorney's fees), judgments, fines and settlement amounts incurred by any such person in any action or proceeding, including any action by or in the right of the Company, arising out of such person's services as a director or officer of the Company, any subsidiary of the Company or any other company or enterprise to which the person provides services at the request of the Company.

Item 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

Item 8. EXHIBITS.

Exhibit Number	Document
23.1	Consent of Independent Public Accountants (See page 7).
24.1	Power of Attorney (See page 6).

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Item 9. UNDERTAKINGS.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3, or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to

Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) The undersigned registrant hereby undertakes:

(1) To deliver or cause to be delivered with the prospectus to each employee or director to whom the prospectus is sent or given a copy of the registrant's annual report to shareholders for its last fiscal year, unless such employee or director otherwise has received a copy of such report, in which case the registrant shall state in the prospectus that it will furnish a copy of such report on request of the employee or director. If the last fiscal year of the registrant has ended within 120 days prior to the use of the prospectus, the annual report of the registrant for the preceding fiscal year may be so delivered, but within such 120-day period the annual report for the latest fiscal year will be furnished to each such employee or director.

(2) To transmit or cause to be transmitted to all employees and directors participating in the plans, who do not otherwise receive such material as shareholders of the issuer, at the time and in the manner such material is

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sent to its shareholders, copies of all reports, proxy statements and other communications distributed to its shareholders generally.

(d) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officer and controlling persons of the registrant pursuant to the Delaware General Corporation Law, the Certificate of Incorporation and the Bylaws of the registrant, Indemnification Agreements entered into between the registrant and its officers and directors, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereunder, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Menlo Park, State of California on June 24, 1996.

VIVUS, INC.

By: /s/ David Yntema  
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David Yntema  
Chief Financial Officer

By: /s/ Leland F. Wilson  
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Leland F. Wilson  
President and Chief Executive Officer

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert D. Brownell, David 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 Post-Effective Amendment No. 1 to the Registration Statement, 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 attorneys-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 date indicated.

SIGNATURE -----	TITLE -----	DATE ----
/s/ LELAND F. WILSON ----- Leland F. Wilson	President and Chief Executive Officer (Principal Executive Officer)	June 24, 1996
/s/ VIRGIL A. PLACE, M.D. ----- Virgil A. Place, M.D.	Chairman of the Board of Directors	June 24, 1996
/s/ DAVID YNTEMA ----- David Yntema	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 24, 1996
----- Richard L. Casey	Director	
/s/ SAMUEL D. COLELLA ----- Samuel D. Colella	Director	June 24, 1996
----- Brian H. Dovey	Director	

/s/ ELIZABETH A. FETTER  
-----  
Elizabeth A. Fetter

Director

June 24, 1996

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Peter Barton Hutt

Director

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EXHIBIT 23.1

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Post-Effective Amendment No. 1 to the Registration Statement (Form S-8 No. 33-75698) pertaining to the 1991 Incentive Stock Plan, the 1994 Director Option Plan and the 1994 Employee Stock Purchase Plan of Vivus, Inc. of our report dated January 25, 1996 included in or made part of this Registration Statement for Vivus, Inc.

ARTHUR ANDERSEN, LLP  
Oakland, California  
June 24, 1996

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