

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933VIVUS, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)DELAWARE
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)94-3136179
(I.R.S. EMPLOYER
IDENTIFICATION NUMBER)2834
(PRIMARY STANDARD INDUSTRIAL
CLASSIFICATION CODE NUMBER)1172 CASTRO STREET
MOUNTAIN VIEW, CA 94040
(650) 934-5200
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)2001 STOCK OPTION PLAN
(FULL TITLE OF THE PLAN)LELAND F. WILSON
PRESIDENT AND CHIEF EXECUTIVE OFFICER
VIVUS, INC.
1172 CASTRO STREET
MOUNTAIN VIEW, CA 94040
(650) 934-5200(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF AGENT FOR SERVICE)COPIES TO:
MARIO M. ROSATI, ESQ.
MARK J. CASPER, ESQ.
WILSON SONSINI GOODRICH & ROSATI
PROFESSIONAL CORPORATION
650 PAGE MILL ROAD
PALO ALTO, CA 94304-1050APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: AS SOON AS
PRACTICABLE AFTER THE EFFECTIVE DATE OF THIS REGISTRATION STATEMENT.IF ANY OF THE SECURITIES BEING REGISTERED ON THIS FORM ARE TO BE OFFERED ON
A DELAYED OR CONTINUOUS BASIS PURSUANT TO RULE 415 UNDER THE SECURITIES ACT OF
1933, CHECK THE FOLLOWING BOX. [X]

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, \$0.001 par value, to be issued under the 2001 Stock Option Plan(1)	824,979 Shares	\$3.91	\$3,225,667.89	\$260.96= Proposed Maximum Aggregate Offering Price x \$0.00008090 (\$80.90 per \$1 million)
TOTAL REGISTRATION FEES:				\$ 260.96

- (1) The Proposed Maximum Offering Price Per Share has been estimated in accordance with Rule 457(h) under the Securities Act of 1933 solely for the purpose of calculating the registration fee of shares reserved for future issuance under the Registrant's 2001 Stock Option Plan. The computation is based on the average of the high and low price of the Registrant's Common Stock as reported on the Nasdaq National Market on April 1, 2003 because the price at which the options to be granted in the future may be exercised is not currently determinable.

STATEMENT UNDER GENERAL INSTRUCTION E - REGISTRATION OF
ADDITIONAL SECURITIES

This Registration Statement registers additional shares of the Registrant's Common Stock to be issued pursuant to the Registrant's 2001 Stock Option Plan. Accordingly, the contents of the previous Registration Statements on Form S-8 filed by the Registrant with the Securities and Exchange Commission on November 15, 2001 (File No. 333-73394), or the Previous Form S-8, including periodic reports that the Registrant filed after the Previous Form S-8 to maintain current information about the Registrant, are incorporated by reference into

this Registration Statement pursuant to General Instruction E of Form S-8. The reports the Registrant has most recently filed with the Securities and Exchange Commission are listed below:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2002, as filed on March 17, 2003 pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
- (b) Proxy Statement filed as of April 24, 2002 in connection with the Annual Meeting of Stockholders held on June 5, 2002.
- (c) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2002, as filed pursuant to Section 13 (a) of the Exchange Act on May 3, 2002.
- (d) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2002, as filed pursuant to Section 13 (a) of the Exchange Act on August 9, 2002.
- (e) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2002, as filed pursuant to Section 13 (a) of the Exchange Act on November 8, 2002.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

The Exhibits listed on the accompanying Index to Exhibits are filed as part hereof, or incorporated by reference into, this Registration Statement. (See Exhibit Index below).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Mountain View, State of California on April 3, 2003.

VIVUS, INC.

By: /s/ Richard Walliser

Richard Walliser

Vice President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Leland F. Wilson and Richard Walliser, jointly and severally, their attorneys-in-fact, each with the power of substitution, for them 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 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, as amended, 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	Chief Executive Officer and President (Principal Executive Officer)	April 3, 2003
/s/ Virgil A. Place ----- Virgil A. Place	Chairman of the Board, Chief Scientific Officer and Director	April 3, 2003
/s/ Richard Walliser ----- Richard Walliser	Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	April 3, 2003
/s/ Graham Strachan ----- Graham Strachan	Director	April 3, 2003
/s/ Mark B. Logan ----- Mark B. Logan	Director	April 3, 2003
/s/ Linda M. Dairiki Shortliffe, M.D. ----- Linda M. Dairiki Shortliffe, M.D.	Director	April 3, 2003
/s/ Mario M. Rosati ----- Mario M. Rosati	Director	April 3, 2003

INDEX TO EXHIBITS

EXHIBIT NUMBER	EXHIBIT DOCUMENT
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, as to the legality of securities being registered (Counsel to the Registrant)
*10.44	2001 Stock Option Plan
23.1	Consent of KPMG LLP, Independent Auditors
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto)
24.1	Power of Attorney (see signature page)
* Incorporated by reference to the same number exhibit filed with Registrant's Registration Statement on Form S-8 filed as of November 15, 2001 (File No. 333-73394).	

[LETTERHEAD OF WILSON SONSINI GOODRICH & ROSATI]

April 3, 2003

VIVUS, Inc.
1172 Castro Street
Mountain View, CA 94040

RE: REGISTRATION STATEMENT ON FORM S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 to be filed by you with the Securities and Exchange Commission on or about April 3, 2003 (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of recently authorized shares to be issued under the 2001 Stock Option Plan (as to 824,979 shares) (the "Plan" and the "Shares" as appropriate). As your counsel in connection with this transaction, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the issuance and sale of the Shares pursuant to the Plan.

It is our opinion that the Shares, when issued and sold in the manner described in the Plan and pursuant to the agreement that accompanies each grant under the Plan, 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 amendments thereto.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ WILSON SONSINI GOODRICH & ROSATI

CONSENT OF KPMG LLP, INDEPENDENT AUDITORS

The Board of Directors and Stockholders

VIVUS,
Inc.:

We consent to the use of our report dated January 17, 2003, with respect to the consolidated balance sheet of VIVUS, Inc. and subsidiaries as of December 31, 2002, and the related consolidated statements of operations and other comprehensive (loss) income, stockholders' equity and cash flows for the year ended December 31, 2002, and the related financial statement schedule incorporated herein by reference.

/s/ KPMG, LLP

San Francisco, California
April 3, 2003