

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>Oki Mark K</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer & CAO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/29/2020</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				

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
Employee Stock Option (right to buy)	\$2.21	01/29/2020		A		32,000		(1)	(2)	Common Stock	32,000	\$0	32,000	D	

Explanation of Responses:

- (i) One-half of the total number of shares subject to the stock option will vest and become exercisable over four years, such that one-fourth of such shares will vest and become exercisable on January 29, 2021 and an additional one forty-eighth of such shares will vest and become exercisable monthly thereafter over a period of three years following the first anniversary of the date of grant, subject to the reporting person continuing to be a Service Provider (as defined in the Issuer's 2018 Equity Incentive Plan) on the relevant vesting dates; and (ii) one-half of the total number of shares subject to the stock option will vest and become exercisable upon the achievement of both: (a) satisfaction of a performance target involving the Issuer's enterprise value and (b) the passage of at least two years from the date of grant, subject to the reporting person continuing to be a Service Provider upon the achievement of the later of (a) and (b).
- The option expires on the earlier of (a) January 29, 2027 and (b) the twelve (12) month anniversary of the date the reporting person ceases to be a Service Provider (as defined in the Issuer's 2018 Equity Incentive Plan).

Remarks:

/s/ John L. Slebir, Attorney-in-Fact 01/31/2020

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.