

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Vivus, Inc.
(Name of Issuer)

Common Stock, par value \$0.002 per share
(Title of Class of Securities)

928551100
(CUSIP Number)

December 31, 2009
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
☒ Rule 13d-1(c)
☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Name of Reporting Person	Aisling Capital II, LP
	I.R.S. Identification No. of Above Person	

2.	Check the Appropriate Box if a Member of a Group	(a)	<input type="radio"/>
		(b)	<input checked="" type="radio"/>

3.	S.E.C. Use Only
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4.	Citizenship or Place of Organization	Delaware
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Number of Shares Beneficially Owned by Each Reporting Person	(5) Sole Voting Power	<u>3,009,329</u>
	(6) Shared Voting Power	<u>0</u>
	(7) Sole Dispositive Power	<u>3,009,329</u>
	(8) Shared Dispositive Power	<u>0</u>

9.	Aggregate Amount Beneficially Owned by Each Reporting Person
	<u>3,009,329</u>

10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares
	<input type="radio"/>

11.	Percent of Class Represented by Amount in Row 9	<u>3.7%</u>
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12.	Type of Reporting Person	PN
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1.	Name of Reporting Person I.R.S. Identification No. of Above Person	Aisling Capital Partners, LP	
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2.	Check the Appropriate Box if a Member of a Group	(a)	<input type="radio"/>
		(b)	<input checked="" type="radio"/>

3.	S.E.C. Use Only		
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4.	Citizenship or Place of Organization	Delaware	
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Number of Shares Beneficially Owned by Each Reporting Person	(5) Sole Voting Power	<u>3,009,329</u>
	(6) Shared Voting Power	<u>0</u>
	(7) Sole Dispositive Power	<u>3,009,329</u>
	(8) Shared Dispositive Power	<u>0</u>

9.	Aggregate Amount Beneficially Owned by Each Reporting Person		
	<u>3,009,329</u>		

10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares		
	<input type="radio"/>		

11.	Percent of Class Represented by Amount in Row 9	<u>3.7%</u>	
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12.	Type of Reporting Person	PN	
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1.	Name of Reporting Person	Aisling Capital Partners LLC		
	I.R.S. Identification No. of Above Person			

2.	Check the Appropriate Box if a Member of a Group	(a)	<input type="radio"/>
		(b)	<input checked="" type="radio"/>

3.	S.E.C. Use Only		
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4.	Citizenship or Place of Organization	Delaware	
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Number of Shares Beneficially Owned by Each Reporting Person	(5)	Sole Voting Power	<u>3,009,329</u>
	(6)	Shared Voting Power	<u>0</u>
	(7)	Sole Dispositive Power	<u>3,009,329</u>
	(8)	Shared Dispositive Power	<u>0</u>

9.	Aggregate Amount Beneficially Owned by Each Reporting Person		
	<u>3,009,329</u>		

10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares		
	<input type="radio"/>		

11.	Percent of Class Represented by Amount in Row 9	<u>3.7%</u>	
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12.	Type of Reporting Person	OO	
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1.	Name of Reporting Person	Steve Elms
	I.R.S. Identification No. of Above Person	

2.	Check the Appropriate Box if a Member of a Group	(a) o	(b) x
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3.	S.E.C. Use Only	
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4.	Citizenship or Place of Organization	United States
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Number of Shares Beneficially Owned by Each Reporting Person	(5) Sole Voting Power	0
	(6) Shared Voting Power	3,009,329
	(7) Sole Dispositive Power	0
	(8) Shared Dispositive Power	3,009,329

9.	Aggregate Amount Beneficially Owned by Each Reporting Person	
		3,009,329

10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
		o

11.	Percent of Class Represented by Amount in Row 9	3.7%
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12.	Type of Reporting Person	IN
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1.	Name of Reporting Person	Dennis Purcell
	I.R.S. Identification No. of Above Person	

2.	Check the Appropriate Box if a Member of a Group	(a)	<input type="radio"/>
		(b)	<input checked="" type="radio"/>

3.	S.E.C. Use Only	
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4.	Citizenship or Place of Organization	United States
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Number of Shares Beneficially Owned by Each Reporting Person	(5)	Sole Voting Power	<u>0</u>
	(6)	Shared Voting Power	<u>3,009,329</u>
	(7)	Sole Dispositive Power	<u>0</u>
	(8)	Shared Dispositive Power	<u>3,009,329</u>

9.	Aggregate Amount Beneficially Owned by Each Reporting Person	
		<u>3,009,329</u>

10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
		<input type="radio"/>

11.	Percent of Class Represented by Amount in Row 9	<u>3.7%</u>
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12.	Type of Reporting Person	IN
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1.	Name of Reporting Person	Andrew Schiff
	S.S. or I.R.S. Identification No. of Above Person	

2.	Check the Appropriate Box if a Member of a Group	(a)	<input type="radio"/>
		(b)	<input checked="" type="radio"/>

3.	S.E.C. Use Only	
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4.	Citizenship or Place of Organization	United States
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Number of Shares Beneficially Owned by Each Reporting Person	(5)	Sole Voting Power	<u>0</u>
	(6)	Shared Voting Power	<u>3,009,329</u>
	(7)	Sole Dispositive Power	<u>0</u>
	(8)	Shared Dispositive Power	<u>3,009,329</u>

9.	Aggregate Amount Beneficially Owned by Each Reporting Person	
		<u>3,009,329</u>

10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
		<input type="radio"/>

11.	Percent of Class Represented by Amount in Row 9	<u>3.7%</u>
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12.	Type of Reporting Person	IN
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Pursuant to Rule 13d-2(b) of Regulation 13D-G of the General Rules and Regulations under the Securities and Exchange Act of 1934, as amended, the undersigned (the "Reporting Persons") hereby amend their Schedule 13G Statement dated July 19, 2007, as amended by Amendment No. 1 dated February 14, 2008, relating to the shares of common stock, par value \$0.001 per share (the "Common Stock" or "Shares"), of Vivus, Inc. (the "Company").

Item 1. (a) Name of Issuer

Vivus, Inc.

(b) Address of Issuer's Principal Executive Offices

1172 Castro Street
Mountain View, CA 94040

Item 2. No material change.

Item 3. No material change.

Item 4. Ownership.

(a) Amount Beneficially Owned:

Each of the Reporting Persons may be deemed to beneficially own an aggregate of 3,009,329 Shares.

(b) Percentage Owned:

Based on calculations made in accordance with Rule 13d-3(d), and there being 80,549,780 Shares outstanding as of October 23, 2009, each of the Reporting Persons may be deemed to beneficially own approximately 3.7% of the outstanding Shares.

(c) Number of Shares as to Which Such Person Has:

(i) Each of Aisling, Aisling Partners and Aisling Partners GP may be deemed to have sole power to direct the voting and disposition of the 3,009,329 Shares beneficially owned by Aisling.

(ii) By virtue of the relationships between and among the Reporting Persons as described in Item 2, each of Mr. Elms, Mr. Purcell, and Mr. Schiff, may be deemed to share the power to direct the voting and disposition of the 3,009,329 Shares beneficially owned by Aisling.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof, the reporting persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

No material change.

Item 7. Identification and Classification of Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

(b) The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated as of February 16, 2010

 AISLING CAPITAL II, LP

By: Aisling Capital Partners, LP
General Partner

By: Aisling Capital Partners LLC
Managing Member

By: /s/ Andrew Schiff
Name: Andrew Schiff
Title: Member

 AISLING CAPITAL PARTNERS, LP

By: Aisling Capital Partners LLC
Managing Member

By: /s/ Andrew Schiff
Name: Andrew Schiff
Title: Member

 AISLING CAPITAL PARTNERS LLC

By: /s/ Andrew Schiff
Name: Andrew Schiff
Title: Member

/s/ Steve Elms
Steve Elms

/s/ Dennis Purcell
Dennis Purcell

/s/ Andrew Schiff
Andrew Schiff

Exhibit Index

Exhibit 1. Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (previously filed).