

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **October 22, 2019**

**VIVUS, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-33389**  
(Commission  
File Number)

**94-3136179**  
(I.R.S. Employer  
Identification No.)

**900 E. Hamilton Avenue, Suite 550  
Campbell, CA 95008**  
(Address of Principal Executive Offices, and Zip Code)

**(650) 934-5200**  
Registrant's Telephone Number, Including Area Code

**N/A**  
(Former Name or Former Address, if Changed Since Last Report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	VVUS	The Nasdaq Global Select Market
Preferred Share Purchase Rights		

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ☐ Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On October 22, 2019, Eric W. Roberts notified VIVUS, Inc. (the “Company”) of his decision to resign from the Company’s Board of Directors, effective immediately. On October 23, 2019, Allan L. Shaw notified the Company of his decision to resign from the Company’s Board of Directors, effective immediately.

**Item 8.01. Other Events**

On October 28, 2019, the Company issued a press release titled “VIVUS Announces Departures of Eric W. Roberts and Allan L. Shaw from Board of Directors.” A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

Exhibit No.	Description
99.1	<a href="#">Press Release dated October 28, 2019.</a>

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**VIVUS, INC.**

/s/ John L. Slebir

John L. Slebir

Senior Vice President, Business Development and General Counsel

Date: October 28, 2019



### **VIVUS Announces Departures of Eric W. Roberts and Allan L. Shaw from Board of Directors**

CAMPBELL, Calif., Oct. 28, 2019 — VIVUS, Inc. (Nasdaq: VVUS) (the “Company”), a biopharmaceutical company, announced today that Eric W. Roberts and Allan L. Shaw have resigned from its Board of Directors and all of its committees in order to increase their focus on other personal business interests. Mr. Roberts and Mr. Shaw joined the Board of Directors in September 2015. The Company does not intend to replace either of them at this time, resulting in a total of seven directors, including six independent members.

“Serving as a director on the Board of a publicly traded company, especially one that is significantly transforming its business model and continually evaluating its complex capital structure, is a substantial time commitment, and we appreciate the substantive contributions that Eric and Allan have made to VIVUS over the past four years,” said David Y. Norton, Chairman of VIVUS’ Board of Directors. “I thank them for their service on behalf of the directors and the Company’s management team, and wish them well in their personal endeavors.”

#### **Forward-Looking Statements**

*Certain statements in this press release are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995 and are subject to risks, uncertainties and other factors, including risks and uncertainties related to our ability to execute on our business strategy to enhance long-term stockholder value; risks and uncertainties related to our expected future revenues, operations and expenditures; risks and uncertainties related to our, or our current or potential partners’, ability to successfully commercialize Qsymia; risks and uncertainties related to our ability to sell through the Qsymia retail pharmacy network and the Qsymia Advantage Program; risks and uncertainties related to the timing, strategy, tactics and success of the marketing and sales of PANCREAZE; risk and uncertainties related to the timing, strategy, structure and success of our capital raising efforts; and risks and uncertainties related to the impact, if any, of changes to our Board of Directors and senior management team. These risks and uncertainties could cause actual results to differ materially from those referred to in these forward-looking statements. The reader is cautioned not to rely on these forward-looking statements. Investors should read the risk factors set forth in VIVUS’ Form 10-K for the year ended December 31, 2018 as filed on February 26, 2019, and periodic reports filed with the Securities and Exchange Commission. VIVUS does not undertake an obligation to update or revise any forward-looking statements.*

#### **VIVUS, Inc.**

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#### **Investor Relations: Lazar FINN Partners**

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