SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Roberts Eric W	VIVUS INC [VVUS]	X Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2018	Officer (give title below) Other (specify below)
C/O VIVUS, INC. 900 E. HAMILTON AVE., SUITE 550		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
CAMPBELL CA 95008		X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

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	(A) or (D)	Price			
Common Stock	03/15/2018		M		1,389	A	(1)	76,375	D	
Common Stock	03/15/2018		D(2)		438	D	$0.48	75,937	D	

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	Amount or Number of Shares				
Restricted Stock Units	(1)	03/15/2018		M			1,389	(3)	(3)	Common Stock	1,389	$0	9,723	D	

Explanation of Responses:

1. Restricted stock units converted into VIVUS, Inc. common stock on a 1-for-1 basis upon vesting.

2. The reporting person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than by way of forfeiture to VIVUS, Inc. in order to cover estimated tax liability.

3. The restricted stock units vest according to the following schedule: 8/36ths of the total restricted stock units originally granted vested on May 15, 2016, and an additional 1/36th of the total restricted stock units originally granted vest on the 15th of each month thereafter, subject to the individual continuing to be a Service Provider (as defined in the VIVUS, Inc. 2010 Equity Incentive Plan) on the relevant vesting dates.

Remarks:

/s/ Julie Hollenback, Attorney-in-Fact   03/19/2018

** Signature of Reporting Person   Date