

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

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**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)

**February 27, 2007**

**VIVUS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-23490**  
(Commission File Number)

**94-3136179**  
(IRS Employer  
Identification No.)

**1172 CASTRO STREET  
MOUNTAIN VIEW, CA 94040**  
(Address of principal executive offices, including zip code)

**(650) 934-5200**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

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 communications 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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.**

(b) On February 27, 2007, in connection with the promotion of Lee Perry to Vice President and Chief Accounting Officer, Timothy E. Morris resigned from the position of Principal Accounting Officer of the Company. Mr. Morris will continue to serve as the Company's Vice President, Finance and Chief Financial Officer and remains the principal financial officer of the Company.

(c) On February 27, 2007, VIVUS, Inc. (the "Company") appointed Lee Perry to the position of Vice President and Chief Accounting Officer of the Company. Mr. Perry, age 56, will become the Company's principal accounting officer and has over 30 years experience in corporate and public accounting and operations. For the past twenty years he has held senior financial positions in life sciences and manufacturing industries. Prior to this appointment, Mr. Perry served as Senior Director, Finance of the Company from March 10, 2005. From May 2002 to March 2005, Mr. Perry served as Senior Director of Finance at Questcor Pharmaceuticals, Inc. and prior to that position, Mr. Perry served as Director of Finances at DNA Sciences, Inc. from March 1999 to May 2002. Mr. Perry has also served as Chief Financial Officer of BHP Coated Steel Corp. Mr. Perry earned his BA degree in Economics from San Diego State University and is a certified public accountant.

Mr. Perry will receive an annualized base salary of \$217,642.60 and will be eligible to receive an annual incentive bonus based on the Company's achievement of specified revenue and performance objectives.

In connection with Mr. Perry's employment with the Company, Mr. Perry previously entered into the Company's standard form of Indemnification Agreement, which provides, among other things, that the Company will indemnify Mr. Perry, under the circumstances set forth therein, for defense expenses,

damages, judgments, fines and settlements incurred by him in connection with actions or proceedings to which he may be a party as a result of his position as an officer, employee, agent or fiduciary of the Company, and otherwise to the full extent permitted under the Company's bylaws and Delaware law. Mr. Perry is also expected to enter into the Company's standard form of Change of Control Agreement, which provides that upon the involuntary termination of an executive officer's employment without cause in connection with the acquisition of the Company or a change in the Company's management (collectively referred to as a "Change of Control"), the executive officer is entitled to receive the following benefits: (1) monthly severance payments for twenty-four (24) months following the effective date of termination equal to the monthly salary that the executive officer was receiving immediately prior to the Change of Control; (2) monthly severance payments equal to one-twelfth (1/12<sup>th</sup>) of the executive officer's target bonus for the fiscal year in which the termination occurs; (3) pro-rated amount of the executive officer's target bonus for the fiscal year in which the termination occurs, calculated based on the number of months during such fiscal year that the Company employed the executive officer; (4) continuation of benefits through the end of the severance period that is identical to those the executive officer was entitled to immediately prior to the Change of Control; (5) outplacement services not to exceed twenty thousand dollars (\$20,000.00); and (6) all unvested stock options granted and outstanding will automatically accelerate in full and become immediately vested and exercisable upon the closing of a Change of Control.

A copy of the press release making such announcement is attached as Exhibit 99.1 to this Form 8-K and is incorporated by reference herein.

#### Item 9.01. Financial Statements and Exhibits

##### (d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u>                    |
|--------------------|---------------------------------------|
| 99.1               | Press Release dated February 27, 2007 |

#### 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**

By: /s/ Timothy E. Morris

**Timothy E. Morris**

**Vice President and Chief Financial Officer**

Date: **February 27, 2007**

#### EXHIBIT INDEX

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|--------------------|---------------------------------------|
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**CONTACT:**

**VIVUS, Inc.**  
 Timothy E. Morris  
 Chief Financial Officer  
 650-934-5200

**The Trout Group**  
 Ian Clements (SF) 415-392-3385  
 Brian Korb (NYC) 646-378-2923

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**FOR IMMEDIATE RELEASE**

**VIVUS Announces Promotion of Lee B. Perry**

***Mr. Perry to serve as Vice President and Chief Accounting Officer***

MOUNTAIN VIEW, Calif., February 27, 2007 - VIVUS, Inc. (NASDAQ: VVUS) today announced the promotion of Lee B. Perry to vice president and chief accounting officer, to serve as the company's principal accounting officer. Since March 2005, Mr. Perry has held the position of senior director, finance at VIVUS. His responsibilities will include oversight of the company's accounting operations and systems, external reporting, financial planning and analysis, cost accounting, internal controls, taxation and risk management. Mr. Perry will continue to report to Timothy E. Morris, the Company's vice president finance and chief financial officer.

"Lee has been with VIVUS for two years and has played an outstanding role in our business and financial successes," said Timothy E. Morris, vice president and chief financial officer of VIVUS. "We wanted to recognize Lee's efforts over the last two years and his promotion to vice president and chief accounting officer, a newly created position, is more in line with his experience and responsibilities."

Mr. Perry has over 30 years experience in corporate finance and operations and public accounting. For the past twenty years he has held senior financial positions in life sciences and manufacturing industries. Prior to VIVUS, his life science experience included serving as senior director of finance at Questcor Pharmaceuticals, Inc. and as director of finance at DNA Sciences, Inc. Mr. Perry also served as chief financial officer of BHP Coated Steel, Corp. Mr. Perry earned his BA degree in economics from San Diego State University and is a certified public accountant.

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**About VIVUS**

VIVUS, Inc. is a pharmaceutical company dedicated to the development and commercialization of next-generation therapeutic products addressing obesity and sexual health. VIVUS has three products that are positioned to enter Phase 3 clinical trials, and one product currently under NDA review by the FDA. The pipeline includes: Qnexa™, for which a Phase 2 study has been completed for the treatment of obesity; Testosterone MDTs®, for which a Phase 2 study has been completed for the treatment of Hypoactive Sexual Desire Disorder (HSDD); EvaMist™, for which a Phase 3 study has been completed and an NDA submitted for the treatment of menopausal symptoms; and avanafil, for which a Phase 2 study has been completed for the treatment of erectile dysfunction (ED). MUSE® is approved and currently on the market for the treatment of ED. For more information on clinical trials and products, please visit the company's web site at [www.vivus.com](http://www.vivus.com).

*Certain statements in this press release are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These statements may be identified by the use of forward-looking words such as "anticipate," "believe," "forecast," "estimated" and "intend," among others. These forward-looking statements are based on VIVUS' current expectations and actual results could differ materially. There are a number of factors that could cause actual events to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to, substantial competition; uncertainties of patent protection and litigation; uncertainties of government or third party payer reimbursement; reliance on sole source suppliers; limited sales and marketing efforts and dependence upon third parties; risks related to the development of innovative products; and risks related to failure to obtain FDA clearances or approvals and noncompliance with FDA regulations. As with any pharmaceutical under development, there are significant risks in the development, regulatory approval and commercialization of new products. There are no guarantees that the EvaMist NDA submission will be approved in a timely basis, or at all. There are no guarantees that future clinical studies discussed in this press release will be completed or successful or that any product will receive regulatory approval for any indication or prove to be commercially successful. VIVUS does not undertake an obligation to update or revise any forward-looking statement. Investors should read the risk factors set forth in VIVUS' Form 10-K for the year ended December 31, 2005 and periodic reports filed with the Securities and Exchange Commission.*

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