

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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| OMB APPROVAL                                 |           |
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|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>Mohamed Johann Noor</u><br><br>(Last) (First) (Middle)<br><u>C/O VIVUS, INC.</u><br><u>351 E. EVELYN AVENUE</u><br><br>(Street)<br><u>MOUNTAIN</u> <u>CA</u> <u>94041</u><br><u>VIEW</u><br><br>(City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br><u>10/01/2015</u> | 3. Issuer Name and Ticker or Trading Symbol<br><u>VIVUS INC [ VVUS ]</u>  |
| 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Interim CFO &amp; Interim CAO</u>                                       |  | 5. If Amendment, Date of Original Filed (Month/Day/Year)  |
|   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |

| Table I - Non-Derivative Securities Beneficially Owned |   |  |   |
|--|---|--|---|
| 1. Title of Security (Instr. 4)                        | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
| <u>Common Stock<sup>(1)</sup></u>                      | <u>55,244<sup>(2)</sup></u>                           | <u>D</u>   |   |

| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |  |                   |   |                            |  |  |   |
|--|--|-------------------|---|----------------------------|--|--|---|
| 1. Title of Derivative Security (Instr. 4)   | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                   | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|  | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |  |  |   |
| <u>Employee Stock Option (right to buy)</u>  | <u>(3)</u>   | <u>10/24/2022</u> | <u>Common Stock</u>   | <u>15,000</u>              | <u>18.71</u>   | <u>D</u>   |   |
| <u>Employee Stock Option (right to buy)</u>  | <u>(4)</u>   | <u>01/25/2023</u> | <u>Common Stock</u>   | <u>2,500</u>               | <u>12.39</u>   | <u>D</u>   |   |
| <u>Employee Stock Option (right to buy)</u>  | <u>(5)</u>   | <u>01/28/2021</u> | <u>Common Stock</u>   | <u>11,300</u>              | <u>7.75</u>  | <u>D</u>   |   |
| <u>Employee Stock Option (right to buy)</u>  | <u>(6)</u>   | <u>01/23/2022</u> | <u>Common Stock</u>   | <u>26,400</u>              | <u>2.74</u>  | <u>D</u>   |   |

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of VIVUS, Inc. common stock.
2. The total amount of securities beneficially owned includes awards totaling 54,714 restricted stock units ("RSUs"), of which 50,225 are unvested. The RSUs vest on various dates between July 1, 2014 and January 1, 2019, subject to the reporting person continuing to be a Service Provider (as defined in the Issuer's 2010 Equity Incentive Plan) on the relevant vesting dates.
3. Twenty-five percent (25%) of the total number of shares underlying the option vested and became exercisable on October 1, 2013, and one forty-eighth (1/48th) of the total number of shares underlying the option vest on the 1st of each month thereafter, subject to the reporting person continuing to be a Service Provider (as defined in the Issuer's 2010 Equity Incentive Plan) on the relevant vesting dates.
4. Twenty-five percent (25%) of the total number of shares underlying the option vested and became exercisable on January 25, 2014, and one forty-eighth (1/48th) of the total number of shares underlying the option vest on the 25th of each month thereafter, subject to the reporting person continuing to be a Service Provider (as defined in the Issuer's 2010 Equity Incentive Plan) on the relevant vesting dates.
5. Twenty-five percent (25%) of the total number of shares underlying the option vested and became exercisable on January 28, 2015, and one forty-eighth (1/48th) of the total number of shares underlying the option vest on the 28th of each month thereafter, subject to the reporting person continuing to be a Service Provider (as defined in the Issuer's 2010 Equity Incentive Plan) on the relevant vesting dates.
6. Twenty-five percent (25%) of the total number of shares underlying the option will vest and become exercisable on January 23, 2016, and one forty-eighth (1/48th) of the total number of shares underlying the option will vest on the 23rd of each month thereafter, subject to the reporting person continuing to be a Service Provider (as defined in the Issuer's 2010 Equity Incentive Plan) on the relevant vesting dates.

Remarks:

/s/Julie Hollenback, Attorney-in-Fact 10/05/2015

\*\* 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 5 (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.

## POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of VIVUS, Inc. (the "Company"), hereby constitutes and appoints Julie Hollenback, Sandra E. Wells and John L. Slebir, the undersigned's true and lawful attorneys-in-fact to:

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agent shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1<sup>st</sup> day of October, 2015.

Signature: /s/ Johann  
Noor Mohamed

Print Name: Johann Noor  
Mohamed