

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13D

Under the Securities Exchange Act of 1934

VIVUS, Inc.  
(Name of Issuer)

Common Stock, Par Value \$.001  
(Title of Class of Securities)

928551100  
(CUSIP Number)

Peter A. Nussbaum, Esq.  
Schulte Roth & Zabel LLP  
900 Third Avenue  
New York, New York 10022  
(212) 756-2000  
(Name, address and telephone number of person  
authorized to receive notices and communications)

September 3, 1997  
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box ☐.

Check the following box if a fee is being paid with the statement ☐.  
(A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\* 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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes 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).

## SCHEDULE 13D

CUSIP No. 928551100

Page 2 of 17 Pages

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON VGH Partners, L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS* WC                      00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES	7    SOLE VOTING POWER 0	
BENEFICIALLY OWNED BY EACH	8    SHARED VOTING POWER 993,800	
REPORTING PERSON WITH	9    SOLE DISPOSITIVE POWER 0	
	10   SHARED DISPOSITIVE POWER 993,800	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 993,800	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.0%	
14	TYPE OF REPORTING PERSON* 00	

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Vinik Partners, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS* WC                      00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES	7    SOLE VOTING POWER 0	
BENEFICIALLY OWNED BY EACH	8    SHARED VOTING POWER 993,800	
REPORTING PERSON WITH	9    SOLE DISPOSITIVE POWER 0	
	10   SHARED DISPOSITIVE POWER 993,800	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 993,800	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.0%	
14	TYPE OF REPORTING PERSON* PN	

## SCHEDULE 13D

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Vinik Asset Management, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS* 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES	7 SOLE VOTING POWER 0	
BENEFICIALLY OWNED BY EACH	8 SHARED VOTING POWER 1,395,300	
REPORTING PERSON WITH	9 SOLE DISPOSITIVE POWER 0	
	10 SHARED DISPOSITIVE POWER 1,395,300	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,395,300	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.2%	
14	TYPE OF REPORTING PERSON* PN	

## SCHEDULE 13D

CUSIP No. 928551100

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Jeffrey N. Vinik	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS* AF 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES	7 SOLE VOTING POWER 0	
BENEFICIALLY OWNED BY EACH	8 SHARED VOTING POWER 2,389,100	
REPORTING PERSON WITH	9 SOLE DISPOSITIVE POWER 0	
	10 SHARED DISPOSITIVE POWER 2,389,100	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,389,100	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%	
14	TYPE OF REPORTING PERSON* IN	

## SCHEDULE 13D

CUSIP No. 928551100

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Michael S. Gordon	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS* AF 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES	7 SOLE VOTING POWER 0	
BENEFICIALLY OWNED BY EACH	8 SHARED VOTING POWER 2,389,100	
REPORTING PERSON WITH	9 SOLE DISPOSITIVE POWER 0	
	10 SHARED DISPOSITIVE POWER 2,389,100	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,389,100	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%	
14	TYPE OF REPORTING PERSON* IN	

## SCHEDULE 13D

CUSIP No. 928551100

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Mark D. Hostetter	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS* AF 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES	7 SOLE VOTING POWER 0	
BENEFICIALLY OWNED BY EACH	8 SHARED VOTING POWER 2,389,100	
REPORTING PERSON WITH	9 SOLE DISPOSITIVE POWER 0	
	10 SHARED DISPOSITIVE POWER 2,389,100	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,389,100	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%	
14	TYPE OF REPORTING PERSON* IN	

## SCHEDULE 13D

CUSIP No. 928551100

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Vinik Asset Management, L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS* 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES	7 SOLE VOTING POWER 0	
BENEFICIALLY OWNED BY EACH	8 SHARED VOTING POWER 1,395,300	
REPORTING PERSON WITH	9 SOLE DISPOSITIVE POWER 0	
	10 SHARED DISPOSITIVE POWER 1,395,300	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,395,300	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.2%	
14	TYPE OF REPORTING PERSON* 00	



## ITEM 1. SECURITY AND ISSUER.

This statement relates to the common stock, \$.001 par value per share (the "Common Stock"), issued by VIVUS, Inc., a Delaware corporation (the "Company"), whose principal executive offices are located at 545 Middlefield Road, Suite 200, Menlo Park, California 94025.

## ITEM 2. IDENTITY AND BACKGROUND.

(a) This statement is filed by (i) Vinik Partners, L.P., a Delaware limited partnership ("Vinik Partners"), with respect to shares of Common Stock beneficially owned by it, (ii) Vinik Asset Management, L.P., a Delaware limited partnership ("VAM LP"), with respect to shares of Common Stock beneficially owned by Vinik Overseas Fund, Ltd., a Cayman Islands company ("Vinik Overseas"), as well as shares of Common Stock held in another discretionary account (the "Discretionary Account") managed by VAM LP, (iii) Jeffrey N. Vinik, Michael S. Gordon and Mark D. Hostetter with respect to shares of Common Stock beneficially owned by Vinik Partners, Vinik Overseas, and the Discretionary Account; (iv) VGH Partners, L.L.C., a Delaware limited liability company ("VGH"), with respect to shares of Common Stock beneficially owned by Vinik Partners; and (v) Vinik Asset Management, L.L.C., a Delaware limited liability company ("VAM LLC"), with respect to shares of Common Stock beneficially owned by Vinik Overseas and the Discretionary Account. The foregoing persons are hereinafter sometimes referred to collectively as the "Reporting Persons". Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

The general partner of Vinik Partners is VGH. The general partner of VAM LP is VAM LLC. Mr. Vinik is the senior managing member, and Messrs. Gordon and Hostetter are managing members, of VGH and VAM LLC.

(b) The business address of each of the Reporting Persons is 260 Franklin Street, Boston, Massachusetts 02110. The business address of Vinik Overseas is c/o Citco Fund Services (Cayman Islands) Ltd., West Bay Road, Grand Cayman, Cayman Islands.

(c) The principal business of Vinik Partners is that of a private investment firm engaging in the purchase and sale of securities for investment for its own account. The principal business of VAM LP is that of an investment adviser engaging in the purchase and sale of securities for investment on behalf of Vinik Overseas and the Discretionary Account. The principal business VGH and VAM LLC is that of acting as the general partner of Vinik Partners and VAM LP, respectively. The principal occupation of Mr. Vinik is serving as the senior managing member of VGH and VAM LLC. The principal occupation of Messrs. Gordon and Hostetter is serving as managing members of VGH and VAM LLC.

(d) None of the persons referred to in paragraph (a) above has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the persons referred to in paragraph (a) above has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

(f) Messrs. Vinik, Gordon and Hostetter are United States citizens.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The net investment cost (including commissions, if any) of the shares of Common Stock held by Vinik Partners, Vinik Overseas and the Discretionary Account is \$29,532,102.27, \$39,137,492.74 and \$2,326,741.32, respectively.

The shares of Common Stock purchased by Vinik Partners were purchased with the investment capital of the entity. The shares of Common Stock purchased on behalf of Vinik Overseas and the Discretionary Account were purchased with their investment capital.

The shares of Common Stock beneficially owned by Vinik Partners, Vinik Overseas and the Discretionary Account are held in margin accounts maintained at Morgan Stanley & Co. Incorporated, which accounts may from time to time have debit balances. Since other securities are held in such margin accounts, it is not possible to determine the amounts, if any, of margin used with respect to the shares of Common Stock purchased. Currently, the interest rate charged on such various margin accounts is approximately 6.0% per annum.

ITEM 4. PURPOSE OF THE TRANSACTION.

The Reporting Persons acquired the shares of Common Stock for investment purposes, and the Reporting Persons intend to evaluate the performance of such securities as an investment in the ordinary course of business. The Reporting Persons pursue an investment objective that seeks capital appreciation. In pursuing this investment objective, the Reporting Persons analyze the operations, capital structure and markets of companies in which they invest, including the Company, on a continuous basis through analysis of documentation and discussions with knowledgeable industry and market observers and with representatives of such companies (often at the invitation of management).

Each Reporting Person will continuously assess the Company's business, financial condition, results of operations and prospects, general economic conditions, the securities markets in general and those for the Company's securities in particular, other developments and other investment opportunities. Depending on such assessments, one or more of the Reporting Persons may acquire additional shares of Common Stock or may determine to sell or otherwise dispose of all or some of its holdings of shares of Common Stock. Such actions will depend upon a variety of factors, including, without limitation, current and anticipated future trading prices for such Common Stock, the financial condition, results of operations and prospects of the Company, alternate investment opportunities, and general economic, financial market and industry conditions.

None of the Reporting Persons has any plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) The approximate aggregate percentage of shares of Common Stock reported beneficially owned by each person herein is based on 33,125,712 shares outstanding, which is the total number of shares of Common Stock outstanding as of July 31, 1997, as reflected in the Company's quarterly report on Form 10-Q filed with the Securities and Exchange Commission (the "Commission") for the fiscal quarter ended June 30, 1997 (which is the most recent Form 10-Q on file).

As of the close of business on September 12, 1997:

(i) Vinik Partners owns beneficially 993,800 shares of Common Stock, constituting approximately 3.0% of the shares outstanding.

(ii) VAM LP owns directly no shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the "Act"), VAM LP may be deemed to own beneficially 1,317,000 shares (constituting approximately 4.0% of the shares outstanding) held by Vinik Overseas, and 78,300 shares of Common Stock (constituting approximately 0.2% of the shares outstanding) held by the Discretionary Account, which, when aggregated, total 1,395,300 shares of Common Stock, constituting approximately 4.2% of the shares outstanding.

(iii) Messrs. Vinik, Gordon and Hostetter each directly owns no shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the 993,800 shares beneficially owned by Vinik Partners, the 1,317,000 shares beneficially owned by Vinik Overseas, and the 78,300 shares beneficially owned by the Discretionary Account. Such shares total 2,389,100 shares of Common Stock, constituting approximately 7.2% of the shares outstanding.

(iv) VGH owns directly no shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, VGH may be deemed to own beneficially the 993,800 shares beneficially owned by Vinik Partners, which constitutes approximately 3.0% of the shares outstanding.

(v) VAM LLC owns directly no shares of Common Stock. By reasons of the provisions of Rule 13d-3 of the Act, VAM LLC may be deemed to own the 1,317,000 shares beneficially owned by Vinik Overseas and the 78,300 shares beneficially owned by the Discretionary Account. When the shares beneficially owned by Vinik Overseas and the Discretionary Account are aggregated they total 1,395,300 shares of Common Stock, constituting approximately 4.2% of the shares outstanding.

(vi) In the aggregate, the Reporting Persons beneficially own a total of 2,389,100 shares of Common Stock, constituting approximately 7.2% of the shares outstanding.

(b) Vinik Partners has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which power may be exercised by its general partner, VGH. Each of Vinik Overseas and the Discretionary Account is a party to an investment management agreement with VAM LP pursuant to which VAM LP has investment authority with respect to securities held in such account. Such authority includes the power to dispose of and the power to vote securities held in such accounts. Such power may be exercised by VAM LP's general partner, VAM LLC. Jeffrey N. Vinik, as the senior managing member of VGH and VAM LLC, and Messrs. Gordon and Hostetter, as managing members thereof, have shared power to dispose of and shared power to vote the Common Stock held by other Reporting Persons.

(c) The trading dates, number of shares of Common Stock purchased or sold and price per share for all transactions in the Common Stock from the 60th day prior to September 3, 1997 until September 12, 1997 by Vinik Partners and by VAM LP, on behalf of Vinik Overseas and the Discretionary Account, are set forth in Schedules A, B and C.

(d) No person other than each respective record owner of shares of Common Stock referred to herein is known to have the right to receive or the power to direct the receipt of dividends from or the proceeds of sale of such shares of Common Stock.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

There are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 hereof or between such persons and any other person with respect to any securities of the Company including but not limited to transfer or voting of any other securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or losses, or the giving or withholding of proxies.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

The following exhibit is being filed with this Schedule:

Exhibit 1 A written agreement relating to the filing of joint acquisition statements as required by Rule 13d-1(f)(1) of the Act.

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: September 15, 1997

/s/ Jeffrey N. Vinik,  
JEFFREY N. VINIK, individually  
and as senior managing member of  
VGH Partners, L.L.C., on behalf  
of VINIK PARTNERS, L.P.

/s/ Jeffrey N. Vinik  
Jeffrey N. Vinik, as senior managing  
member of Vinik Asset Management, L.L.C.,  
on behalf of VINIK ASSET MANAGEMENT, L.P.

/s/ Jeffrey N. Vinik  
Jeffrey N. Vinik, as senior managing  
member of VGH PARTNERS, L.L.C. and  
VINIK ASSET MANAGEMENT, L.L.C.

/s/ Michael S. Gordon, individually  
MICHAEL S. GORDON

/s/ Mark D. Hostetter, individually  
MARK D. HOSTETTER

## Schedule A

Vinik Partners, L.P.

## Transactions in the Common Stock

Date of Transaction	Number of Shares Purchased/(Sold)	Price Per Share (including commissions, if any)
07/11/97	104,000	\$29.3488
07/14/97	25,000	29.3125
07/14/97	14,600	29.7054
07/15/97	35,300	29.8638
07/15/97	37,500	29.9497
07/15/97	68,500	30.4441
07/16/97	97,700	30.9840
07/17/97	52,000	30.6425
07/18/97	41,600	29.6469
07/18/97	10,400	30.0000
07/21/97	4,200	29.1250
07/21/97	8,300	30.0625
07/22/97	31,200	29.2792
07/23/97	72,800	28.8786
07/24/97	33,300	28.4688
07/25/97	41,600	27.5250
07/28/97	7,900	26.9411
09/03/97	166,400	29.7914
09/04/97	10,400	29.5000
09/04/97	52,000	30.4040
09/05/97	27,000	29.6827
09/08/97	45,800	29.7301
09/11/97	4,200	29.1250
09/12/97	2,100	28.8750

## Schedule B

Vinik Asset Management, L.P.  
on behalf of  
Vinik Overseas Fund, Ltd.

## Transactions in the Common Stock

Date of Transaction	Number of Shares Purchased/(Sold)	Price Per Share (including commissions, if any)
07/11/97	137,900	\$29.3488
07/14/97	33,000	29.3125
07/14/97	19,300	29.7054
07/15/97	46,900	29.8638
07/15/97	49,600	29.9497
07/15/97	91,100	30.4441
07/16/97	129,600	30.9840
07/17/97	68,900	30.6425
07/18/97	55,100	29.6469
07/18/97	13,800	30.0000
07/21/97	5,500	29.1250
07/21/97	11,000	30.0625
07/22/97	41,400	29.2792
07/23/97	96,500	28.8786
07/24/97	44,100	28.4688
07/25/97	55,100	27.5250
07/28/97	10,300	26.9411
09/03/97	220,500	29.7914
09/04/97	13,800	29.5000
09/04/97	68,900	30.4040
09/05/97	35,900	29.6827
09/08/97	60,600	29.7301
09/11/97	5,500	29.1250
09/12/97	2,700	28.8750

## Schedule C

Vinik Asset Management, L.P.  
on behalf of the  
Discretionary Account

## Transactions in the Common Stock

Date of Transaction	Number of Shares Purchased/(Sold)	Price Per Share (including commissions, if any)
07/11/97	8,100	\$29.3488
07/14/97	2,000	29.3125
07/14/97	1,100	29.7054
07/15/97	2,900	29.8638
07/15/97	2,900	29.9497
07/15/97	5,500	30.4441
07/16/97	7,700	30.9840
07/17/97	4,100	30.6425
07/18/97	3,300	29.6469
07/18/97	800	30.0000
07/21/97	300	29.1250
07/21/97	700	30.0625
07/22/97	2,400	29.2792
07/23/97	5,700	28.8786
07/24/97	2,600	28.4688
07/25/97	3,300	27.5250
07/28/97	700	26.9411
09/03/97	13,100	29.7914
09/04/97	800	29.5000
09/04/97	4,100	30.4040
09/05/97	2,100	29.6827
09/08/97	3,600	29.7301
09/11/97	300	29.1250
09/12/97	200	28.8750



EXHIBIT 1

JOINT ACQUISITION STATEMENT  
PURSUANT TO RULE 13D-1(F)1

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D, as amended, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D, as amended, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: September 15, 1997

/s/ Jeffrey N. Vinik,  
Jeffrey N. Vinik, individually  
and as senior managing member of  
VGH Partners, L.L.C., on behalf  
of VINIK PARTNERS, L.P.

/s/ Jeffrey N. Vinik  
Jeffrey N. Vinik, as senior managing  
member of Vinik Asset Management, L.L.C.,  
on behalf of VINIK ASSET MANAGEMENT, L.P.

/s/ Jeffrey N. Vinik  
Jeffrey N. Vinik, as senior managing  
member of VGH PARTNERS, L.L.C. and  
VINIK ASSET MANAGEMENT, L.L.C.

/s/ Michael S. Gordon, individually  
MICHAEL S. GORDON

/s/ Mark D. Hostetter, individually  
MARK D. HOSTETTER