

As filed with the Securities and Exchange Commission on March 21, 2001
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VIVUS, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE (STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	2834 (PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE NUMBER) 1172 CASTRO STREET MOUNTAIN VIEW, CA 94040 (650) 934-5200	94-3136179 (I.R.S. EMPLOYER IDENTIFICATION NUMBER)
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(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

1994 EMPLOYEE STOCK PURCHASE PLAN
(FULL TITLE OF THE PLANS)

LELAND F. WILSON
PRESIDENT AND CHIEF EXECUTIVE OFFICER
VIVUS, INC.
172 CASTRO STREET
MOUNTAIN VIEW, CA 94040
(650) 934-5200

(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

Copies to:
MARIO M. ROSATI, ESQ.
MARK J. CASPER, ESQ.
WILSON SONSINI GOODRICH & ROSATI
PROFESSIONAL CORPORATION
650 PAGE MILL ROAD
PALO ALTO, CA 94304

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: AS SOON AS
PRACTICABLE AFTER THE EFFECTIVE DATE OF THIS REGISTRATION STATEMENT.

IF ANY OF THE SECURITIES BEING REGISTERED ON THIS FORM ARE TO BE OFFERED ON
A DELAYED OR CONTINUOUS BASIS PURSUANT TO RULE 415 UNDER THE SECURITIES ACT OF
1933, CHECK THE FOLLOWING BOX. [X]

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, \$0.001 par value, to be issued under the 1994 Employee Stock Purchase Plan	400,000 shares(1)	\$ 4.23	\$ 1,692,000	\$ 423
TOTAL REGISTRATION FEES:				

- (1) Represents shares of Common Stock which have become available for issuance under the Registrant's 1994 Employee Stock Purchase Plan as a result of an amendment approved by the stockholders at the Registrant's Annual Meeting held on May 31, 2000 increasing the number of shares authorized for issuance thereunder by an aggregate of 400,000 shares.
- (2) The Proposed Maximum Offering Price Per Share has been estimated in accordance with Rule 457(h) under the Securities Act of 1933 solely for the purpose of calculating the registration fee. The computation is based upon 85% (see explanation in following sentence) of the average of the high and low price of the Common Stock as reported on the Nasdaq National Market on March 16, 2001 because the price at which the options to be granted in the future may be exercised is not currently determinable. Pursuant to the Employee Stock Purchase Plan, which plan is incorporated by reference herein, the Purchase Price of a share of Common Stock shall mean an amount equal to 85% of the Fair Market Value of a share of Common Stock on the Enrollment Date or the Exercise Date, whichever is lower.

STATEMENT UNDER GENERAL INSTRUCTION E - REGISTRATION OF
ADDITIONAL SECURITIES

This Registration Statement registers additional shares of the Registrant's Common Stock to be issued pursuant to the 1994 Employee Stock Purchase Plan. Accordingly, the contents of the previous Registration Statement on Form S-8 (File No. 0-23490) (the "Previous Form S-8") filed by the Registrant with the Securities and Exchange Commission ("SEC"), including periodic reports that the Registrant filed after the Previous Form S-8 to maintain current information about the Registrant, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8. The reports the Registrant has most recently filed with the SEC are listed below:

- (a) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2000, as filed pursuant to Section 13 (a) of the Exchange Act on November 13, 2000.
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2000, as filed pursuant to Section 13 (a) of the Exchange Act on August 10, 2000.
- (c) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2000, as filed pursuant to Section 13 (a) of the Exchange Act on May 15, 2000.
- (d) Proxy Statement filed as of April 26, 2000 in connection with the Annual Meeting of Shareholders held on May 31, 2000.
- (e) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1999, as filed pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on March 30, 2000.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

The Exhibits listed on the accompanying Index to Exhibits are filed as part hereof, or incorporated by reference into, this Registration Statement. (See Exhibit Index below).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Mountain View, State of California on March 21, 2001.

VIVUS, INC.

By: /s/ RICHARD WALLISER

Richard Walliser
Vice President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Leland F. Wilson and Richard Walliser, jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE	TITLE	DATE
----- /s/ LELAND F. WILSON ----- Leland F. Wilson	President and Chief Executive Officer	March 21, 2001
----- /s/ VIRGIL A. PLACE ----- Virgil A. Place	Chairman of the Board Director and Chief Scientific Officer and Director	March 21, 2001
----- /s/ RICHARD WALLISER ----- Richard Walliser	Vice President of Finance and, Chief Chief Financial Officer (Principal Financial and Accounting Officer)	March 21, 2001
----- /s/ MARIO M. ROSATI ----- Mario M. Rosati	Director and Secretary	March 21, 2001
----- /s/ JOSEPH E. SMITH ----- Joseph E. Smith	Director	March 21, 2001
----- /s/ MARK B. LOGAN ----- Mark B. Logan	Director	March 21, 2001
----- /s/ LINDA M. SHORTLIFFE, M.D. ----- Linda M. Shortliffe, M.D.	Director	March 21, 2001

INDEX TO EXHIBITS

EXHIBIT NUMBER	EXHIBIT DOCUMENT
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, as to the legality of securities being registered (Counsel to the Registrant)
23.1	Consent of Arthur Andersen LLP (Independent Accountants)
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto)
24.1	Power of Attorney (see signature page)

[LETTERHEAD OF WILSON SONSINI GOODRICH & ROSATI]

March 21, 2001

VIVUS, Inc.
1172 Castro Street
Mountain View, CA 94040
(650) 934-5200

RE: REGISTRATION STATEMENT ON FORM S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 to be filed by you with the Securities and Exchange Commission on or about March 21, 2001 (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of recently authorized shares to be issued under the 1994 Employee Stock Purchase Plan (as to 400,000 shares) (the "Plan" and the "Shares" as appropriate). As your counsel in connection with this transaction, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the issuance and sale of the Shares pursuant to the Plan.

It is our opinion that the Shares, when issued and sold in the manner described in the Plan and pursuant to the agreement that accompanies each grant under the Plan, will be legally and validly issued, fully-paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ WILSON SONSINI GOODRICH & ROSATI

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated January 21, 2000 included in VIVUS, Inc.'s Form 10-K for the year ended December 31, 1999 and to all references to our Firm included in this registration.

/s/ Arthur Andersen, LLP

San Jose, CA
March 21, 2001.