

VIVUS INC  
Form 4  
July 23, 2013

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DENNER ALEXANDER J

(Last) (First) (Middle)

C/O SARISSA CAPITAL  
MANAGEMENT LP, 660  
STEAMBOAT ROAD, 3RD FLOOR

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VIVUS INC [VVUS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/19/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

See Footnotes Below

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 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 Ownership (Instr. 4)
Common Stock				(A) or (D) Code V Amount (D) Price	2,007,099	I	See footnotes (1) (2) (3) (4) (5) (6) (7)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENNER ALEXANDER J C/O SARISSA CAPITAL MANAGEMENT LP 660 STEAMBOAT ROAD, 3RD FLOOR GREENWICH, CT 06830	X			See Footnotes Below
Sarissa Capital Management LP C/O SARISSA CAPITAL MANAGEMENT LP 660 STEAMBOAT ROAD, 3RD FLOOR GREENWICH, CT 06830				See Footnotes Below
Sarissa Capital Offshore Master Fund LP C/O SARISSA CAPITAL MANAGEMENT LP 660 STEAMBOAT ROAD, 3RD FLOOR GREENWICH, CT 06830				See Footnotes Below
Sarissa Capital Domestic Fund LP C/O SARISSA CAPITAL MANAGEMENT LP 660 STEAMBOAT ROAD, 3RD FLOOR GREENWICH, CT 06830				See Footnotes Below

## Signatures

/s/ Alexander J. Denner	07/23/2013
**Signature of Reporting Person	Date
Sarissa Capital Management LP, By: /s/ Seth Platt, Chief Operating Officer & Chief Compliance Officer	07/23/2013
**Signature of Reporting Person	Date
Sarissa Capital Offshore Master Fund LP, By: Sarissa Capital Offshore Fund GP LLC, its general partner, By: /s/ Seth Platt, Authorized Person	07/23/2013

\_\_Signature of Reporting Person

Date

Sarissa Capital Domestic Fund LP, By: Sarissa Capital Fund GP LP, its general partner, By:  
/s/ Seth Platt, Authorized Person

07/23/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

(1) As described in the Amendment No. 1 to Schedule 13D filed on July 23, 2013 by Alexander J. Denner, Ph.D. ("Dr. Denner"), Sarissa Capital Management LP, a Delaware limited partnership ("Sarissa Capital"), Sarissa Capital Offshore Master Fund LP, a Delaware limited partnership ("Sarissa Offshore"), and Sarissa Capital Domestic Fund LP, a Delaware limited partnership ("Sarissa Domestic", and collectively with Dr. Denner, Sarissa Capital and Sarissa Offshore, the "Reporting Persons"), with respect to the Common Stock, par value \$0.001 (the "Shares"), issued by VIVUS, Inc. (the "Issuer"), effective July 19, 2013, Dr. Denner was appointed to the Board of Directors of the Issuer. (cont'd to fn 2)

(2) (cont'd from fn 1) In addition, on July 22, 2013, Dr. Denner and First Manhattan Co. terminated the Nomination Letter Agreement, dated as of May 22, 2013, between Dr. Denner and First Manhattan Co., and therefore, the Reporting Persons ceased to be a "group" (the "Group Termination") with First Manhattan Co. and certain of its affiliates and certain of their other nominees to the Issuer's Board of Directors, pursuant to Rule 13d-5(b)(1) promulgated under the Securities Exchange Act of 1934, as amended (the "Act"). (cont'd to fn 3)

(3) (cont'd from fn 2) As a result of the Group Termination, the Reporting Persons may no longer be deemed to beneficially own more than 10% of the outstanding Shares for purposes of Section 13(d) of the Act.

(4) Of these Shares, Sarissa Offshore directly beneficially owns 1,024,623 Shares and Sarissa Domestic directly beneficially owns 982,476 Shares. Sarissa Offshore and Sarissa Domestic are collectively referred to herein as the "Sarissa Funds".

(5) Sarissa Capital Management GP LLC, a Delaware limited liability company ("Sarissa Capital GP"), is the general partner of Sarissa Capital, the investment advisor to the Sarissa Funds. Dr. Denner is the Chief Investment Officer of Sarissa Capital and the managing member of Sarissa Capital GP. By virtue of the foregoing, each of Sarissa Capital, Sarissa Capital GP, and Dr. Denner may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 of the Act) the Shares that the Sarissa Funds directly beneficially own. Each of Sarissa Capital GP, Sarissa Capital and Dr. Denner disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(6) Sarissa Capital Fund GP LLC, a Delaware limited liability company ("Sarissa Funds GP") is the general partner of Sarissa Capital Fund GP LP, a Delaware limited partnership ("Sarissa Domestic GP"). Sarissa Domestic GP is the general partner of Sarissa Domestic and the sole member of Sarissa Capital Offshore Fund GP LLC, a Delaware limited liability company ("Sarissa Offshore GP"). Sarissa Offshore GP is the general partner of Sarissa Offshore. By virtue of the foregoing, (i) each of Sarissa Funds GP and Sarissa Domestic GP may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 of the Act) the Shares that the Sarissa Funds directly beneficially own and (ii) Sarissa Offshore GP may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 of the Act) the Shares that Sarissa Offshore directly beneficially owns.

(7) Each of Sarissa Funds GP, Sarissa Domestic GP and Sarissa Offshore GP disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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