

Shaw Allan  
Form 4  
October 31, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Shaw Allan

(Last) (First) (Middle)

C/O VIVUS, INC., 900 E.  
HAMILTON AVE., SUITE 550

(Street)

CAMPBELL, CA 95008

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/27/2017

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)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/27/2017		M		12,500	A	2 57,874
Common Stock	10/27/2017		D <sup>(3)</sup>		4,327	D	\$ 0.7 53,547

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

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SEC 1474  
(9-02)

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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 Underlying (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Non-Qualified Stock Option (right to buy)	\$ 0.7	10/27/2017		A		150,000		(1)	10/27/2024	Common Stock
Restricted Stock Units	(2)	10/27/2017		M		12,500		(4)	(4)	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shaw Allan C/O VIVUS, INC. 900 E. HAMILTON AVE., SUITE 550 CAMPBELL, CA 95008		X		

## Signatures

/s/ Julie Hollenback, by power of attorney  
Date: 10/31/2017

\*\*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).

- One twelfth (1/12th) of the total number of shares subject to the option shall vest and become exercisable on the 27th of each month
- (1) following October 27, 2017, subject to such individual continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) on the relevant vesting dates.
  - (2) Restricted stock units converted into VIVUS, Inc. common stock on a 1-for-1 basis.
  - (3) The reporting person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than by way of forfeiture to VIVUS, Inc. in order to cover estimated tax liability.

- The restricted stock units (RSUs) vest according to the following schedule: Commencing on November 8, 2016, 1/4th of the total RSUs originally granted shall vest on each of February 8, 2017, May 8, 2017, August 8, 2017 and November 8, 2017; provided, however, that
- (4) (a) if the next annual stockholder meeting occurs prior to November 8, 2017 and the individual has remained a Service Provider (as defined in the VIVUS, Inc. 2010 Equity Incentive Plan), the vesting of the RSUs shall accelerate in full as of the date of the next annual stockholder meeting and (b) if the individual ceases to be a Service Provider (other than removal for cause) prior to any of the foregoing vesting dates, then 1/12th of the shares underlying the RSUs shall accelerate for each month elapsed from the most recent vesting date until the month in which the individual (i) ceases to be a Service Provider and (ii) has remained a Service Provider through at least the 8th day of such month.

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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