

Suh Kenneth  
 Form 3  
 August 09, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Suh Kenneth		(Month/Day/Year)	VIVUS INC [VVUS]	
(Last)	(First)	(Middle)	08/03/2018	
C/O VIVUS, INC., 900 E. HAMILTON AVE., SUITE 550			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CAMPBELL, CA 95008			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			President	

**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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 control number.**

**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 of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Warrant (Right to Buy)	04/30/2018	04/29/2025	Common Stock	2,151,000 (1)	\$ 0.37	D	Â
Employee Stock Option (Right to Buy)	Â (2)	Â (3)	Common Stock	1,700,000	\$ 0.37	D	Â
Employee Stock Option (Right to Buy)	Â (4)	Â (5)	Common Stock	200,000	\$ 0.37	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Suh Kenneth C/O VIVUS, INC. 900 E. HAMILTON AVE., SUITE 550 CAMPBELL, CA 95008	Â	Â	Â President	Â

## Signatures

/s/ Julie Hollenback,  
Attorney-in-Fact

08/09/2018

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) The Warrant was fully vested and exercisable on the date of grant.  
Awarded as an inducement grant of stock options pursuant to reporting person's offer letter dated April 30, 2018. One fourth (1/4th) of the total number of shares underlying the option vest on April 30, 2019, and one forty-eighth (1/48th) of the total number of shares underlying the option vest on a monthly basis thereafter, subject to the reporting person continuing to be a Service Provider (as defined in the Issuer's 2018 Inducement Equity Incentive Plan) on the relevant vesting dates.
  - (2) The option expires on the earlier of (a) April 30, 2025 and (b) the twelve (12) month anniversary of the date the reporting person ceases to be a Service Provider (as defined in the Issuer's 2018 Inducement Equity Incentive Plan).  
The total number of shares underlying the option will vest subject to satisfaction of a performance target involving the Issuer's market capitalization on or prior to April 30, 2021 and the reporting person continuing to be a Service Provider (as defined in the Issuer's 2010 Equity Incentive Plan) upon satisfaction of such target.
  - (3) The option expires on the earlier of (a) April 30, 2025 and (b) the twelve (12) month anniversary of the date the reporting person ceases to be a Service Provider (as defined in the Issuer's 2010 Equity Incentive Plan).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.