ROSENMAN HERM

Form 4

October 29, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** ROSENMAN HERM			ssuer Name and bol 'US INC [VV		rading	5. Relationship of Reporting Person(s) to Issuer			
	(First) (M INC., 900 E. I AVE., SUITE 5	(Mor 10/2	3. Date of Earliest Transaction (Month/Day/Year) 10/26/2018			_X_ Director Officer (giv below)		e) 6 Owner er (specify	
CAMPBELL	(Street)		Amendment, Dat l(Month/Day/Year)	Ü		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	Zip)	Table I - Non-D	erivative S	ecurities Acc	quired, Disposed (of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Y	Code	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock					, ,	31,168 (1)	D		
Common Stock						5,000 (1)	I	By wife	

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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	e Underlying Securities	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 3.53	10/26/2018		A	15,000	(2)	(3)	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ROSENMAN HERM
C/O VIVUS, INC.
900 E. HAMILTON AVE., SUITE 550
CAMPBELL, CA 95008

Signatures

/s/ Julie Hollenback, Attorney-in-Fact

**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).
- On September 10, 2018, VIVUS, Inc. effected a 1-for-10 reverse stock split (the "Reverse Split"). Accordingly, 311,671 shares of common stock on a pre-Reverse Split basis were adjusted to 31,168 shares following the Reverse Split and 50,000 shares of common stock on a pre-Reverse Split basis were adjusted to 5,000 shares following the Reverse Split (with fractional shares rounded up to the next whole number).
- One twelfth (1/12th) of the total number of shares underlying the option vest and become exercisable on the 26th of each month following (2) October 26, 2018, subject to the reporting person continuing to be a Service Provider (as defined in the Issuer's 2018 Equity Incentive Plan) on the relevant vesting dates.
- (3) The option expires on the earlier of (a) October 26, 2025 and (b) the six (6) month anniversary of the date the reporting person ceases to be a Service Provider.

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.

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