

VIVUS INC

Form 3

April 29, 2015

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated 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 \*

Varghese Santosh T

(Last) (First) (Middle)

C/O VIVUS, INC., 351 E.  
EVELYN AVENUE

(Street)

MOUNTAIN  
VIEW, CA 94041

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

04/28/2015

3. Issuer Name and Ticker or Trading Symbol

VIVUS INC [VVUS]

4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

VP, Medical &amp; Reg Affairs

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 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)Common Stock <sup>(1)</sup>49,133 <sup>(2)</sup>

D

A

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)

Title

4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

## Edgar Filing: VIVUS INC - Form 3

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (3)	01/28/2021	Common Stock	34,000	\$ 7.75	D	Â
Employee Stock Option (right to buy)	Â (4)	01/23/2022	Common Stock	139,700	\$ 2.74	D	Â
Employee Stock Option (right to buy)	Â (5)	04/25/2022	Common Stock	200,000	\$ 24.23	D	Â
Employee Stock Option (right to buy)	Â (6)	01/25/2023	Common Stock	52,500	\$ 12.39	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Varghese Santosh T C/O VIVUS, INC. 351 E. EVELYN AVENUE MOUNTAIN VIEW, CA 94041	Â	Â	Â VP, Medical & Reg Affairs	Â	

## Signatures

/s/ John Slebir, by power of attorney

04/29/2015

\_\_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) Each restricted stock unit represents a contingent right to receive one share of VIVUS, Inc. common stock.

The total amount of securities beneficially owned includes awards totaling 48,400 restricted stock units ("RSUs"), 35,475 of which are unvested. The RSUs vest on various dates between January 1, 2014 and January 1, 2019, subject to the reporting person continuing to be a Service Provider (as defined in the Issuer's 2010 Equity Incentive Plan) on the relevant vesting dates.

(3) Twenty-five percent (25%) of the total number of shares underlying the option vested and became exercisable on January 28, 2015, and one forty-eighth (1/48th) of the total number of shares underlying the option will vest on the 28th of each month thereafter, subject to the reporting person continuing to be a Service Provider (as defined in the Issuer's 2010 Equity Incentive Plan) on the relevant vesting dates.

(4) Twenty-five percent (25%) of the total number of shares underlying the option will vest and become exercisable on January 23, 2016, and one forty-eighth (1/48th) of the total number of shares underlying the option will vest on the 23rd of each month thereafter, subject to the reporting person continuing to be a Service Provider (as defined in the Issuer's 2010 Equity Incentive Plan) on the relevant vesting dates.

(5) Twenty-five percent (25%) of the total number of shares underlying the option vested and became exercisable on March 19, 2013, and one forty-eighth (1/48th) of the total number of shares underlying the option will vest on the 19th of each month thereafter, subject to the reporting person continuing to be a Service Provider (as defined in the Issuer's 2010 Equity Incentive Plan) on the relevant vesting dates.

(6) Twenty-five percent (25%) of the total number of shares underlying the option vested and became exercisable on January 25, 2014, and one forty-eighth (1/48th) of the total number of shares underlying the option will vest on the 25th of each month thereafter, subject to the reporting person continuing to be a Service Provider (as defined in the Issuer's 2010 Equity Incentive Plan) on the relevant vesting dates.

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.