

VIVUS INC
Form 3
April 29, 2015

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

OMB APPROVAL
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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	
Varghese Santosh T		(Month/Day/Year)	VIVUS INC [VVUS]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		04/28/2015		
C/O VIVUS, INC., 351 E. EVELYN AVENUE			(Check all applicable)	
	(Street)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			VP, Medical & Reg Affairs	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

MOUNTAIN VIEW, CA 94041
(City) (State) (Zip)

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 ⁽¹⁾	49,133 ⁽²⁾	D	

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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	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			
	Director	10% Owner	Officer	Other
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.