

VIVUS INC
Form 8-K
September 18, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

September 12, 2007

VIVUS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-23490
(Commission File Number)

94-3136179
(IRS Employer
Identification No.)

1172 CASTRO STREET
MOUNTAIN VIEW, CA 94040

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(Address of principal executive offices, including zip code)

(650) 934-5200

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

On September 12, 2007, VIVUS, Inc. (the Company) and Medpace, Inc. (Medpace) entered into a Master Services Agreement (MSA) and three Task Orders (as set forth in the MSA) thereunder pursuant to which Medpace will perform certain clinical research services in connection with the Phase 3 clinical trials through 2009 for Qnexa, the Company s investigational product candidate for the treatment of obesity. The Company s aggregate payment obligations under the agreement for services, out of pocket expenses and pass through costs will total approximately \$52 million.

Medpace is a global, full-service contract research organization with a focus in the areas of metabolism, diabetes and cardiovascular disease. Other than the MSA, the Company does not have a material relationship with Medpace.

The above description of the MSA is a summary only and is qualified in its entirety by reference to the full text of the MSA, which is filed herewith as Exhibit 10.62 and is incorporated herein by reference. Portions of Exhibit 10.62 have been omitted pursuant to a request for confidential treatment.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

No.	Description
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10.62	Master Services Agreement, between the Company and Medpace, Inc., dated as of September 12, 2007.
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Confidential portions of this exhibit have been redacted and filed separately with the Commission pursuant to a confidential treatment request in accordance with Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VIVUS, INC.

By:

/s/ Lee B. Perry

Lee B. Perry

Vice President and Chief Accounting Officer

Date: **September 17, 2007**

EXHIBIT INDEX

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