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): November 14, 2011

VENTRUS BIOSCIENCES, INC

(Exact name of registrant as specified in its charter)

Delaware	001-35005	20-8729264
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer ID Number)

99 Hudson Street, 5th Floor, New York, New York	10013
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (646) 706-5208

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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.01 Completion of Acquisition or Disposition of Assets.

On November 14, 2011, Ventrus Biosciences, Inc. completed its acquisition from Sam Amer & Co., Inc., or Amer, of all rights, title and interest to iferanserin ointment, or VEN 309, for the topical treatment of symptomatic hemorrhoids. We previously disclosed in June 2011 that we had entered into an asset purchase agreement with Amer for the acquisition. We paid $500,000 on execution of the agreement and paid $12 million at closing. We also paid Amer $50,000 on execution of the agreement and paid Amer $5,000 per month for consulting services from the date of execution of the agreement through the closing on November 14. Closing was subject to our raising net proceeds of a certain minimum amount, which we met in July 2011, as well as customary closing conditions. Closing was also subject to, in respect of the first pivotal Phase III trial and any recurrence treatment for VEN 309, the absence through November 10, 2011 of any serious severe adverse events that were life threatening with a risk of serious morbidity that occurred in one or more subjects receiving VEN 309 which are either determined to be at least probably caused by VEN 309 or have been disclosed by us in a public securities filing. No such events arose. Upon the closing of the acquisition, the Exclusive License Agreement by which we formerly licensed iferanserin from Amer terminated.

Also as previously reported, we are obligated, pursuant to the asset purchase agreement, to pay milestone payments as follows: $1.5 million upon the one year anniversary of FDA approval of our planned new drug application, or NDA, for VEN 309; $750,000 upon the attainment of $20 million in cumulative net sales of VEN 309; $1.5 million upon the attainment of $50 million in cumulative net sales; $3.0 million upon the attainment of $75 million in cumulative net sales; and $3.75 million upon regulatory approval for over-the-counter sale of VEN 309. Upon commercialization, we will pay Amer royalties of between 3.0% and 4.0% for sales in the U.S., depending on the level of net sales in the U.S., and between 1.0% and 1.33% for sales outside of the U.S., depending on the level of gross sales outside the U.S. (subject to a minimum royalty payment on both U.S. and ex-U.S. sales). We will pay Amer a minimum royalty of 50% of the royalties on the forecasted annual net sales in the U.S. and 50% of the royalties on the forecasted annual gross sales outside the U.S.

As part of the acquisition, Dr. Amer and his wife are prohibited for a period of five years after November 15, 2011 from, directly or indirectly, owning an interest in, managing, operating, joining, controlling or participating in the ownership, management, operation or control of any profit or non-profit business or organization other than Ventrus that conducts research, develops, formulates, tests, produces, licenses, commercializes, manufactures or distributes a product incorporating VEN 309 or any other product which has the function of affecting the $5HT_{2A}$ receptor. The non-compete covers the United Sates and its territories and any other jurisdiction in the world where a patent has issued for iferanserin.

A copy of the press release announcing the closing of the acquisition is attached as an exhibit to this current report.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated November 18, 2011.

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.

VENTRUS BIOSCIENCES, INC.

Date: November 18, 2011

/s/ David J. Barrett
David J. Barrett, Chief Financial Officer

November 18, 2011

Ventrus Announces Acquisition of Title to Hemorrhoids Product

NEW YORK, November 18, 2011 (GLOBAL NEWSWIRE) -- Ventrus BioSciences, Inc. (Nasdaq:VTUS) announced today that on November 14, 2011 it completed its acquisition of all rights and title to VEN 309 (iferanserin) from the licensor, Sam Amer & Co.

The total price paid for the asset was US$12.5 million dollars, of which US$0.5 was paid upon execution of the purchase agreement in June 2011. The acquisition enables the Company to reduce royalties by approximately 66% and aggregate milestone payments by approximately 50% (from $20 million to $10.5 million) compared to those required under the original license agreement with Sam Amer & Co. Ventrus will pay Sam Amer & Co. royalties of between 3.0% and 4.0% on net annual sales in the U.S. and between 1.0% and 1.33% on gross annual sales outside the U.S., subject to a minimum royalty payment on both U.S. and ex-U.S. sales. Funding for the acquisition was made possible through an underwritten registered offering completed on July 19, 2011.

"We are very pleased to finalize this transaction," said Dr. Ellison, Chairman and Chief Executive Officer of Ventrus. "Not only were we fortunate to buy the rights prior to the Phase 3 read out for VEN 309, but this potentially enhances the value of the asset."

About Ventrus

Ventrus is a development stage specialty pharmaceutical company focused on the development of late-stage prescription drugs for gastrointestinal disorders. Our lead products are: Iferanserin (VEN 309) for the topical treatment of hemorrhoids, for which the first Phase III clinical trial began in August 2011 and is ongoing, and topical Diltiazem for the treatment of anal fissures for which the first Phase III trial was initiated in November 2010, and is ongoing. Our product candidate portfolio also includes topical phenylephrine intended to treat fecal incontinence (VEN 308). VEN 307 and VEN 308 are two molecules that were previously approved and marketed for other indications and that have been formulated into our in-licensed proprietary topical treatments for these new gastrointestinal indications, and VEN 309 is a New Chemical Entity (NCE)

Please Note: The information provided herein contains estimates and other forward-looking statements regarding future events. Such statements are just predictions and are subject to risks and uncertainties that could cause the actual events or results to differ materially. These risks and uncertainties include, among others: the timing, cost and results of clinical trials and other development activities involving our product candidates; the unpredictability of the clinical development of our product candidates and of the duration and results of regulatory review of those candidates by the FDA and foreign regulatory authorities; the unpredictability of the size of the markets for, and market acceptance of, any of our products, including VEN 309; our anticipated capital expenditures, our estimates regarding our capital requirements, and our need for future capital; our ability to retain and hire necessary employees and to staff our operations appropriately; and the possible impairment of, or inability to obtain, intellectual property rights and the costs of obtaining such rights from third parties. The reader is referred to the documents that we file from time to time with the Securities and Exchange Commission.

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