

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): January 7, 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)

787 7<sup>th</sup> Avenue, 48<sup>th</sup> Floor, New York, New York

10019

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code

(212) 554-4300

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:

- 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 8.01. Other Events.**

On January 7, 2011, Ventrus Biosciences, Inc. (the “Company”) issued a press release announcing that the underwriters of the Company’s initial public offering exercised their over-allotment option to purchase an additional 435,000 shares at \$6.00 per share. A copy of this press release is attached.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated January 7, 2011 announcing that the underwriters of the Company’s initial public offering exercised their over-allotment option to purchase an additional 435,000 shares at \$6.00 per share.

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: January 7, 2011

/s/ David J. Barrett

David J. Barrett, Chief Financial Officer

# Underwriters Exercise Over-Allotment Option for Ventrus Biosciences' Initial Public Offering

NEW YORK, Jan. 7, 2011 (GLOBE NEWSWIRE) -- Ventrus Biosciences, Inc. ("Ventrus") (Nasdaq:VTUS), a pharmaceutical company focused on developing and commercializing gastrointestinal products, today announced that the underwriters of its initial public offering have exercised in full their over-allotment option to purchase an additional 435,000 shares of Ventrus' common stock at \$6.00 per share, less underwriting discounts and commissions. The option was granted in connection with Ventrus' initial public offering of 2,900,000 shares which was consummated on December 22, 2010. The closing of the over-allotment shares occurred on January 7, 2011.

Including the over-allotment shares, a total of 3,335,000 shares were sold in the offering, resulting in gross proceeds of approximately \$20 million.

Rodman & Renshaw, LLC, a subsidiary of Rodman & Renshaw Capital Group, Inc. (Nasdaq:RODM), and National Securities Corporation acted as co-lead managing underwriters for the offering.

A registration statement relating to this offering was declared effective by the Securities and Exchange Commission on December 15, 2010. A copy of the final prospectus for this offering may be obtained from: Rodman & Renshaw, LLC, Prospectus Department, 1251 Avenue of the Americas, New York, NY, 10020, telephone: 212-430-1710 or email: info@rodm.com. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

## About Ventrus

Ventrus is a development stage specialty pharmaceutical company focused on the development of late-stage prescription drugs for gastrointestinal disorders, specifically hemorrhoids, anal fissures and fecal incontinence. There are approximately 12.5 million Americans suffering from hemorrhoids, 7 million from fecal incontinence and over 4 million from anal fissures. Our lead product, Inferanserin (VEN 309) is a new chemical entity, or NCE, for the topical treatment of hemorrhoids, which targets a specific serotonin receptor (5HT2A) thought to be important in the disease.

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Our additional product candidate portfolio consists of two in-licensed late-stage drugs intended to treat anal fissures (VEN 307) and fecal incontinence (VEN 308). These candidates are two molecules that were previously approved and marketed for other indications and that have been formulated into our proprietary topical treatments for these new gastrointestinal indications.

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