

THERAVANCE INC
Form 8-K
April 30, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **April 27, 2010**

THERAVANCE, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

000-30319
(Commission File Number)

94-3265960
(I.R.S. Employer Identification Number)

901 Gateway Boulevard
South San Francisco, California 94080

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(650) 808-6000

(Addresses, including zip code, and telephone numbers, including area code, of principal executive offices)

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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) The Annual Meeting of Stockholders of Theravance, Inc. was held on April 27, 2010.

(b) The table below presents the results of the election to the Company's board of directors.

| | Votes for | Votes withheld |
|----------------------------|------------|----------------|
| Rick E Winningham | 53,531,064 | 243,578 |
| Jeffrey M. Drazan | 35,871,470 | 17,903,172 |
| Robert V. Gunderson, Jr. | 52,818,471 | 956,171 |
| Arnold J. Levine, Ph.D | 37,123,809 | 16,650,833 |
| Burton G. Malkiel, Ph.D. | 53,620,797 | 153,845 |
| Peter S. Ringrose, Ph.D. | 53,644,830 | 129,812 |
| William H. Waltrip | 53,623,097 | 151,545 |
| George M. Whitesides, Ph.D | 52,114,309 | 1,660,333 |
| William D. Young | 52,843,922 | 930,720 |

The stockholders also approved the amendment and restatement of the Company's 2004 Equity Incentive Plan. The table below presents the voting results:

| | Affirmative Votes | Negative Votes | Votes Abstained |
|---|----------------------|-------------------|--------------------|
| Approval of amendment and restatement of 2004 Equity Incentive Plan | 43,001,578 | 10,771,639 | 1,425 |

The stockholders also ratified the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010. The table below presents the voting results:

| | Affirmative Votes | Negative Votes | Votes Abstained |
|---|----------------------|-------------------|--------------------|
| Ratification of independent registered public accounting firm | 58,892,703 | 184,450 | 4,111 |

SIGNATURE

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.

THERAVANCE, INC.

Dated: April 30, 2010

By:

/s/ Rick E Winningham
Rick E Winningham
Chief Executive Officer