

Revance Therapeutics, Inc.
Form 3
February 05, 2014

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Tunnicliffe Jonathan</p> <p>(Last) (First) (Middle)</p> <p>C/O NOVAQUEST CAPITAL MANAGEMENT, L.L.C., Â 4208 SIX FORKS ROAD, SUITE 920</p> <p>(Street)</p> <p>RALEIGH, Â NC Â 27609</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/05/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Revance Therapeutics, Inc. [RVNC]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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				Shares		or Indirect (1) (Instr. 5)	
Series E-4 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	1,539,343 (3) (4)	\$ (1) (4)	I	See Footnote (5)
Series E-5 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	500,039 (3) (4)	\$ (1) (4)	I	See Footnote (5)
Convertible Promissory Notes	Â (6)	Â (6)	Common Stock	658,551 (6)	\$ (6)	I	See Footnote (5)
Warrant to Purchase Common Stock	Â (7)	Â (7)	Common Stock	398,717 (3) (7)	\$ (8)	I	See Footnote (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tunncliffe Jonathan C/O NOVAQUEST CAPITAL MANAGEMENT, L.L.C. 4208 SIX FORKS ROAD, SUITE 920 RALEIGH, NC 27609	Â X	Â X	Â	Â

Signatures

/s/ Gordon Ho, 02/05/2014
Attorney-in-fact

**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) Immediately convertible into shares of the Issuer's Common Stock.
- (2) These shares have no expiration date.
- (3) Reflect a 1-for-15 reverse stock split of the Company's issued and outstanding securities effective February 3, 2014.
- (4) Each share shall automatically convert into 1 share of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.

These securities are held by NovaQuest Pharma Opportunities Fund III, L.P. ("NovaQuest"). NQ HCIF General Partner, L.P., the general partner of NovaQuest ("NovaQuest GP"), has the power to vote and dispose of securities directly owned by NovaQuest, and NQ HCIF GP, Ltd., the general partner of NovaQuest GP ("NovaQuest GP Ltd."), has the power to direct the NovaQuest GP as to such voting and investment decisions regarding securities held by NovaQuest. Accordingly, Mr. Tunncliffe may be deemed to have shared voting and dispositive power over the securities held by NovaQuest. Mr. Tunncliffe disclaims beneficial ownership of the securities held by NovaQuest except to the extent of his pecuniary interest therein.

- (6) Principal amount of \$9,500,000.00 plus interest accrued through October 7, 2014, at the rate of 12% per annum shall convert automatically upon the closing of the Issuer's initial public offering into shares of Common Stock at a conversion price that equals to 100% of the per share price of the Common Stock sold in the Issuer's initial public offering.
- (7) Automatically net exercisable contingent upon and effective immediately prior to the closing of the Issuer's initial public offering.
- (8) The exercise price is \$0.15 per share which reflects the 1-for-15 reverse split effective February 3, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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