

Revance Therapeutics, Inc.
Form 4
September 19, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
Waugh Jacob

(Last) (First) (Middle)

C/O REVANCE THERAPEUTICS, INC., 7555 GATEWAY BOULEVARD

(Street)

NEWARK, CA 94560

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Revance Therapeutics, Inc. [RVNC]

3. Date of Earliest Transaction (Month/Day/Year)

09/17/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Chief Scientific Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 09/17/2014 | | M | | | 1,666 | A | \$ 6.6 | 54,999 | D | |
| Common Stock | 09/17/2014 | | M | | | 5,000 | A | \$ 2.55 | 59,999 | D | |
| Common Stock | 09/17/2014 | | M | | | 5,666 | A | \$ 2.55 | 65,665 | D | |
| Common Stock | 09/17/2014 | | M | | | 48,437 | A | \$ 8.7 | 114,102 | D | |
| Common Stock | 09/17/2014 | | M | | | 8,611 | A | \$ 9.15 | 122,713 | D | |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|-----------------------------|---------|---|
| Common Stock | 09/17/2014 | S ⁽¹⁾ | 8,611 | D | \$ 21.5 | 114,102 | D |
| Common Stock | 09/17/2014 | S ⁽¹⁾ | 44,137 | D | \$ 20.5995 <u>(2)</u> | 69,965 | D |
| Common Stock | 09/17/2014 | S ⁽¹⁾ | 4,300 | D | \$ 21.2765 <u>(3)</u> | 65,665 | D |
| Common Stock | 09/17/2014 | S ⁽¹⁾ | 11,632 | D | \$ 20.6162 <u>(4)</u> | 54,033 | D |
| Common Stock | 09/17/2014 | S ⁽¹⁾ | 700 | D | \$ 21.2643 <u>(5)</u> | 53,333 | D |
| Common Stock | 09/17/2014 | S ⁽¹⁾ | 25,833 | D | \$ 20.5841 <u>(6)</u> | 27,500 | D |
| Common Stock | 09/17/2014 | S ⁽¹⁾ | 2,500 | D | \$ 21.2693 <u>(7)</u> | 25,000 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 6.6 | 09/17/2014 | | M | 1,666 | <u>(8)</u> 06/18/2017 | Common Stock | 1,666 |
| Stock Option | \$ 2.55 | 09/17/2014 | | M | 5,000 | <u>(9)</u> 04/29/2018 | Common Stock | 5,000 |

(Right to Buy)

| | | | | | | | | |
|-----------------------------|---------|------------|---|--------|-------------|------------|--------------|--------|
| Stock Option (Right to Buy) | \$ 2.55 | 09/17/2014 | M | 5,666 | <u>(10)</u> | 07/20/2020 | Common Stock | 5,666 |
| Stock Option (Right to Buy) | \$ 8.7 | 09/17/2014 | M | 48,437 | <u>(11)</u> | 05/26/2023 | Common Stock | 48,437 |
| Stock Option (Right to Buy) | \$ 9.15 | 09/17/2014 | M | 8,611 | <u>(12)</u> | 12/16/2023 | Common Stock | 8,611 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Waugh Jacob C/O REVANCE THERAPEUTICS, INC. 7555 GATEWAY BOULEVARD NEWARK, CA 94560 | | | Chief Scientific Officer | |

Signatures

/s/ Gordon Ho, 09/19/2014
Attorney-in-fact

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 15, 2014.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.12 to \$21.12, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.13 to \$21.48, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.14 to \$21.11, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (5)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.15 to \$21.37, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.13 to \$21.10, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.15 to \$21.47, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

(8) The Option is fully vested as of July 19, 2011.

(9) The Option is fully vested as of January 1, 2012.

(10) The Option is fully vested as of January 1, 2014.

- (11) The Option shares shall vest as follows: 1/48th of the total number of shares subject to the Option shall vest in 48 equal monthly installments over 4 years following May 27, 2013, subject to Reporting Person's Continuous Service (as defined in the Issuer's 2012 Equity Incentive Plan) as of such date.

- (12) The Option shares shall vest as follows: 1/48th of the total number of shares subject to the Option shall vest in 48 equal monthly installments over 4 years following December 17, 2013, subject to Reporting Person's Continuous Service (as defined in the Issuer's 2012 Equity Incentive Plan) as of such date.

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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