Edgar Filing: THERAVANCE INC - Form 4

THERAVA	ANCE INC								
Form 4									
August 11,	2014								
FOR	МД					OMB APPRO	OVAL		
UNITED STATES			SECURITIES AND EXCHAN Washington, D.C. 20549	GE COMMISS	0.1	/B mber: 32	35-0287		
Check this box if no longer					Ext	pires: Jar	nuary 31,		
subject Sectior Form 4	t to SIAIE. n 16. l or	MENT O	OF CHANGES IN BENEFICIAL OWNERSHIP O SECURITIES			Expired: 2005 Estimated average burden hours per response 0.5			
Form 5	I neu pu	rsuant to S	Section 16(a) of the Securities Exc	change Act of 19	34,				
obligat	ontinue. Section 17	(a) of the	Public Utility Holding Company A	Act of 1935 or Se	ection				
-	struction	30(h)	of the Investment Company Act of	of 1940					
(Print or Type	e Responses)								
1. Name and Address of Reporting Person <u>*</u> GLAXOSMITHKLINE PLC			2. Issuer Name and Ticker or Trading Symbol	5. Relations Issuer	5. Relationship of Reporting Person(s) to Issuer				
			THERAVANCE INC [THRX]		(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction						
			(Month/Day/Year)		DirectorX10% Owner Officer (give title Other (specify				
980 GREAT WEST ROAD (Street)			08/11/2014	below)					
			4. If Amendment, Date Original	6. Individua	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)		Applicable Line) _X_ Form filed by One Reporting Person				
DDENTE						eporting Person an One Reportin	g		
BRENTFO	SEX, X0 TW8 9G	S		Person	2	I	0		
(City)	(State)	(Zip)			16 1		,		
	· · ·	· •	Table I - Non-Derivative Securities			-			
1.Title of Security (Instr. 3)	y (Month/Day/Year) Execution		Date, if TransactionDisposed of (D) Code (Instr. 3, 4 and 5)	Se Be Ov Fo	Amount of ecurities eneficially wned ollowing eported	6. Ownership Form: Direct (D) or Indirect (I)	Beneficial Ownership		
			(A)		ansaction(s)				
			or Code V Amount (D)	Price (Ir	nstr. 3 and 4)			

 Common Stock
 08/11/2014 P
 $\frac{172,651}{(1)}$ A
 \$ 3,912,271.66
 30,748,723 I
 By Corporation $\frac{(2)}{(2)}$

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.

 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. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Othe			
GLAXOSMITHKLINE PLC							
980 GREAT WEST ROAD		Х					
BRENTFORD MIDDLESEX, X0 TW8 9GS	5						
Signatures							
/s/ Victoria Whyte, Company Secretary	08/11/201	4					

<u>**</u>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).

Common stock purchased pursuant to the right of GlaxoSmithKline LLC ("GSK LLC") under Section 2.1(d)(ii) and 2.1(d)(v) of the Amended and Restated Governance Agreement by and among Theravance, Inc. (the "Issuer"), GSK LLC, Glaxo Group Limited and GlaxoSmithKline plc dated as of June 4, 2004, as amended. Pursuant to Section 2.1(d)(ii), GSK LLC has the right to purchase from the

(1) Issuer, on a quarterly basis, sufficient shares of common stock to maintain its ownership percentage in the Issuer taking into account the preceding quarter's option exercise and equity vesting activity. Pursuant to Section 2.1(d)(v), GSK LLC has the right to purchase from the Issuer sufficient shares of common stock to maintain its ownership percentage in the Issuer as a result of the conversion of certain of the Issuer's convertible indebtedness.

(2) Shares of Common Stock are held of record by Glaxo Group Limited, an indirect wholly owned subsidiary of GlaxoSmithKline plc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.