

THERAVANCE INC  
Form SC TO-C  
October 29, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Schedule TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**

**Of the Securities Exchange Act of 1934**

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**THERAVANCE, INC.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

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**Common Stock, \$0.01 par value per share**

(Title of Class of Securities)

**88338T104**

(CUSIP Number of Class of Securities)

**Michael W. Aguiar**

**Chief Executive Officer**

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951 Gateway Boulevard

South San Francisco, CA 94080

(650) 238-9600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Filing Persons)

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With a copy to:

**Jay K. Hachigian**

**Richard C. Blake**

**Keith J. Scherer**

**Gunderson Dettmer Stough**

**Villeneuve Franklin & Hachigian, LLP**

**One Marina Park Drive**

**Suite 900**

**Boston, MA 02210**

**Tel: (617) 648-9100**

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**CALCULATION OF FILING FEE**

**Transaction Valuation**  
Not Applicable\*

**Amount of Filing Fee**  
Not Applicable\*

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\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

o Check the box if any part of the fee is offset as provided by Rule 0 11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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Amount Previously Paid: Not Applicable  
Form or Registration No.: Not Applicable

Filing Party: Not Applicable  
Date Filed: Not Applicable

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This filing relates solely to preliminary communications made before the commencement of a tender offer by Theravance, Inc. for up to \$75,000,000 of shares of its common stock, par value \$0.01 per share.

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**Additional Information for Investors**

This communication is for informational purposes only, is not a recommendation to buy or sell Theravance, Inc. (Theravance) common stock, and does not constitute an offer to buy or the solicitation to sell shares of Theravance common stock. The tender offer described in this communication has not yet commenced, and there can be no assurances that Theravance will commence the tender offer on the terms described in this communication or at all. The tender offer will be made only pursuant to the Offer to Purchase, Letter of Transmittal and related materials that Theravance expects to file with the Securities and Exchange Commission (the Commission) upon commencement of the tender offer, if at all. STOCKHOLDERS ARE URGED TO CAREFULLY READ ANY OFFER TO PURCHASE, LETTER OF TRANSMITTAL AND RELATED MATERIALS IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WOULD CONTAIN IMPORTANT INFORMATION, INCLUDING THE VARIOUS TERMS OF, AND CONDITIONS TO, THE TENDER OFFER, THAT STOCKHOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SHARES. Once any tender offer is commenced, stockholders will be able to obtain a free copy of the tender offer statement on Schedule TO, the Offer to Purchase, Letter of Transmittal and other documents that Theravance will be filing with the Commission at the Commission's website at [www.sec.gov](http://www.sec.gov). Additional copies of these materials may be obtained for free by contacting Theravance at 951 Gateway Boulevard, South San Francisco, CA 94080, Attn: Investor Relations.

**Item 12. Exhibits**

99.1 Transcript of applicable portions of Theravance's Third Quarter 2015 Earnings Call dated October 28, 2015

**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THERAVANCE, INC.

By:	/s/ Eric d Esparbes
Name:	Eric d Esparbes
Title:	Chief Financial Officer

Date: October 28, 2015

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Transcript of applicable portions of Theravance's Third Quarter 2015 Earnings Call dated October 28, 2015