

Theravance Biopharma, Inc.
Form SC 13D/A
May 13, 2016
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

THERAVANCE BIOPHARMA, INC.

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

G8807B106

(CUSIP Number)

Victoria A. Whyte
GlaxoSmithKline plc
980 Great West Road
Brentford, Middlesex TW8 9GS
England
Telephone: +44 (0)208 047 5000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 4, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

- NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
1. GlaxoSmithKline plc
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)
 2. (a)
(b)
 3. SEC USE ONLY
 4. SOURCE OF FUNDS (see instructions)
WC
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
CITIZENSHIP OR PLACE OF ORGANIZATION
 6. England and Wales

- | | |
|---|--------------------------|
| | SOLE VOTING POWER |
| | 7. 9,644,807 |
| | SHARED VOTING POWER |
| | 8. -0- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE DISPOSITIVE POWER |
| | 9. 9,644,807 |
| | SHARED DISPOSITIVE POWER |
| | 10. -0- |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,644,807
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions)
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
20.3% (1)
14. TYPE OF REPORTING PERSON (see instructions)

CO

Footnotes:

- (1) Based on 47,421,691 Ordinary Shares outstanding as of May 4, 2016.

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Item 1. Security and Issuer.

This Amendment No. 1 to Schedule 13D amends and supplements the statement on Schedule 13D originally filed on March 24, 2015, with respect to the Ordinary Shares, par value \$0.00001 per share (the “Ordinary Shares”), of Theravance Biopharma, Inc., a Cayman Islands exempted company (the “Issuer”). GlaxoSmithKline plc is filing this amendment to reflect its new percentage beneficial ownership in the Issuer, which has decreased as a result of an increase in the outstanding Ordinary Shares of the Issuer. The Issuer’s principal executive offices are located at PO Box 309, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands.

Item 5. Interest in Securities of the Issuer.

(a) GlaxoSmithKline plc beneficially owns 9,644,807 Ordinary Shares, which represents 20.3% of 47,421,691 Ordinary Shares outstanding as of May 4, 2016.

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SIGNATURE

After reasonable 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.

Date: May 13, 2016

GLAXOSMITHKLINE PLC

By: /s/ Victoria A. Whyte

Victoria A. Whyte

Authorized Signatory

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SCHEDULE 1

| Name Board of Directors | Business Address | Principal Occupation or Employment | Citizenship |
|----------------------------|---|--|-------------|
| Sir Andrew Witty | Brentford Middlesex, England TW8 9GS 980 Great West Road | Executive Director and Chief Executive Officer | British |
| Professor Sir Roy Anderson | Brentford Middlesex, England TW8 9GS 980 Great West Road | Company Director | British |
| Manvinder Singh Banga | Brentford Middlesex, England TW8 9GS 980 Great West Road | Company Director | Indian |
| Stacey Cartwright | Brentford Middlesex, England TW8 9GS 980 Great West Road | Company Director | British |
| Simon Dingemans | Brentford Middlesex, England TW8 9GS 980 Great West Road | Executive Director and Chief Financial Officer | British |
| Lynn Elsenhans | Brentford Middlesex, England TW8 9GS 980 Great West Road | Company Director | US |
| Dr. Jesse Goodman | Brentford Middlesex, England TW8 9GS 980 Great West Road | Company Director | US |

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Middlesex, England

TW8 9GS
980 Great West Road

| | | | |
|--------------------|--------------------|-------------------------------|---------|
| Sir Philip Hampton | Brentford | Chairman and Company Director | British |
| | Middlesex, England | | |

TW8 9GS
980 Great West Road

| | | | |
|-------------|--------------------|------------------|----|
| Judy Lewent | Brentford | Company Director | US |
| | Middlesex, England | | |

TW8 9GS

| | | | |
|-----------------------------|---|--|------------------------------|
| | 980 Great West Road | | |
| Urs Rohner | Brentford Middlesex, England | Company Director | Swiss |
| | TW8 9GS 2301 Renaissance Boulevard, | | |
| Dr. Moncef Slaoui | King of Prussia PA, 19406 | Executive Director and Chairman, Global Vaccines | Moroccan, Belgian & US |
| Corporate Executive Team | | | |
| | 980 Great West Road | | |
| Sir Andrew Witty | Brentford Middlesex, England | Executive Director and Chief Executive Officer | British |
| | TW8 9GS 980 Great West Road | | |
| Roger Connor | Brentford Middlesex, England | President, Global Manufacturing & Supply | Irish |
| | TW8 9GS 980 Great West Road | | |
| Simon Dingemans | Brentford Middlesex, England | Executive Director and Chief Financial Officer | British |
| | TW8 9GS 980 Great West Road | | |
| Nick Hirons | Brentford Middlesex | Senior Vice President, Global Ethics and Compliance | British & US |
| | TW8 9GS | | |

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980 Great West Road

Brentford

Abbas Hussain

President, Global Pharmaceuticals

British

Middlesex, England

TW8 9GS

980 Great West Road

Brentford

David Redfern

Chief Strategy Officer

British

Middlesex, England

TW8 9GS

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| | | | |
|-------------------------|---|---|---------------------------|
| Dr. Moncef Slaoui | 2301 Renaissance Boulevard, King of Prussia PA, 19406 | Executive Director Chairman, Global Vaccines | Moroccan, Belgian & US |
| Claire Thomas | 980 Great West Road Brentford Middlesex, England | Senior Vice President, Human Resources | British |
| Philip Thomson | TW8 9GS 980 Great West Road Brentford Middlesex, England | Senior Vice President, Communications and Government Affairs | British |
| Daniel Troy | TW8 9GS The Navy Yard 5 Crescent Drive Philadelphia, PA | Senior Vice President & General Counsel | US |
| Dr. Patrick Vallance | 19112 980 Great West Road Brentford Middlesex, England | President, Pharmaceuticals R&D | British |
| Emma Walmsley | TW8 9GS 980 Great West Road Brentford Middlesex, England | Chief Executive Officer, GSK Consumer Healthcare | British |
| | TW8 9GS | | |