

Revance Therapeutics, Inc.  
Form 4  
February 11, 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 \*  
Glasheen James Walter

(Last) (First) (Middle)

C/O TECHNOLOGY PARTNERS, 100 SHORELINE HWY, BLDG B, STE 282

(Street)

MILL VALLEY, CA 94941

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Revance Therapeutics, Inc. [RVNC]

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

02/11/2014

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)

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 Indirect Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/11/2014		C		16,703 (1)	A	(2) 16,703	I	by Technology Partners Affiliates VII, L.P. (3)
Common Stock	02/11/2014		X		149 (4)	A	(4) 16,852	I	by Technology Partners Affiliates VII, L.P. (3)
	02/11/2014		C			A	(2) 622,648	I	

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Common Stock				622,648 <u>(5)</u>					by Technology Partners Fund VII, L.P. <u>(6)</u>
Common Stock	02/11/2014		C	34,427 <u>(7)</u>	A	<u>(7)</u>	657,075	I	by Technology Partners Fund VII, L.P. <u>(6)</u>
Common Stock	02/11/2014		X	52,087 <u>(4)</u>	A	<u>(4)</u>	709,162	I	by Technology Partners Fund VII, L.P. <u>(6)</u>

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

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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)	Amount of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Series E-1 Convertible Preferred Stock	<u>(2)</u>	02/11/2014		C	5,231	<u>(2)</u> <u>(2)</u>	Common Stock	5,231	
Series E-1 Convertible Preferred Stock	<u>(2)</u>	02/11/2014		C	81,959	<u>(2)</u> <u>(2)</u>	Common Stock	81,959	
Series E-2 Convertible Preferred Stock	<u>(2)</u>	02/11/2014		C	4,125	<u>(2)</u> <u>(2)</u>	Common Stock	4,125	

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Series E-2 Convertible Preferred Stock	<u>(2)</u>	02/11/2014	C	73,275	<u>(2)</u>	<u>(2)</u>	Common Stock	73,275
Series E-3 Convertible Preferred Stock	<u>(2)</u>	02/11/2014	C	4,546	<u>(2)</u>	<u>(2)</u>	Common Stock	4,546
Series E-3 Convertible Preferred Stock	<u>(2)</u>	02/11/2014	C	74,665	<u>(2)</u>	<u>(2)</u>	Common Stock	74,665
Series E-4 Convertible Preferred Stock	<u>(2)</u>	02/11/2014	C	2,801	<u>(2)</u>	<u>(2)</u>	Common Stock	2,801
Series E-4 Convertible Preferred Stock	<u>(2)</u>	02/11/2014	C	303,563	<u>(2)</u>	<u>(2)</u>	Common Stock	303,563
Series E-5 Convertible Preferred Stock	<u>(2)</u>	02/11/2014	C	89,186	<u>(2)</u>	<u>(2)</u>	Common Stock	89,186
Convertible Promissory Notes	<u>(7)</u>	02/11/2014	C	34,427 <u>(7)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	34,427 <u>(7)</u>
Warrant to Purchase Common Stock	<u>(8)</u>	02/11/2014	X	149	<u>(8)</u>	<u>(8)</u>	Common Stock	149
Warrant to Purchase Common Stock	<u>(8)</u>	02/11/2014	X	52,087 <u>(9)</u>	<u>(8)</u>	<u>(8)</u>	Common Stock	52,087 <u>(9)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Glasheen James Walter C/O TECHNOLOGY PARTNERS 100 SHORELINE HWY, BLDG B, STE 282 MILL VALLEY, CA 94941	X			

## Signatures

/s/ Gordon Ho,  
Attorney-in-fact

02/11/2014

\*\*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) Issued upon conversion of Series E-1, E-2, E-3 and E-4 Preferred Stock upon closing of the Issuer's initial public offering.

(2) Each share of the Issuer's Series E-1, Series E-2, Series E-3, Series E-4 and Series E-5 Preferred Stock automatically converted into 1 share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and has no expiration date.

(3) The shares are held by Technology Partners Affiliates VII, L.P. ("TPA"). TP Management VII, L.L.C., the general partner of TPA, may be deemed to have sole power to vote and sole power to dispose of shares directly owned by TPA. James Glasheen, one of the Issuer's directors, is a managing member of TP Management VII, L.L.C. and may be deemed to have shared voting power and shared power to dispose of the shares held by TPA.

(4) Issued upon closing of the Issuer's initial public offering pursuant to automatic net exercise of warrants to purchase common stock at an exercise price of \$0.15 per share.

(5) Issued upon conversion of Series E-1, E-2, E-3, E-4 and E-5 Preferred Stock upon closing of the Issuer's initial public offering.

(6) The shares are held by Technology Partners Fund VII, L.P. ("TPF"). TP Management VII, L.L.C., the general partner of TPF, may be deemed to have sole power to vote and sole power to dispose of shares directly owned by TPF. James Glasheen, one of the Issuer's directors, is a managing member of TP Management VII, L.L.C. and may be deemed to have shared voting power and shared power to dispose of the shares held by TPF.

(7) Convertible Promissory Note in the aggregate principal amount of \$500,000.00 was issued on December 6, 2013 by the Issuer pursuant to a Note and Warrant Purchase Agreement dated October 8, 2013, as amended. The principal amount of \$500,000.00 plus interest accrued through October 7, 2014, at the rate of 12% per annum converted 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.

(8) Automatically net exercised into shares of the Issuer's Common Stock at an exercise price of \$0.15 per share.

(9) Includes certain warrant to purchase capital stock of the Issuer issued on December 6, 2013 by the Issuer pursuant to a Note and Warrant Purchase Agreement dated October 8, 2013, as amended. The warrant shares were automatically net exercised into Common Stock of the Issuer upon the closing of the Issuer's initial public offering at a per share exercise price of \$0.15 per share on a post-split basis.

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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