

Revance Therapeutics, Inc.

Form 4

April 10, 2014

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tunncliffe Jonathan

(Last) (First) (Middle)

C/O NOVAQUEST CAPITAL
MANAGEMENT, L.L.C., 4208 SIX
FORKS ROAD, SUITE 920

(Street)

RALEIGH, NC 27609

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Revance Therapeutics, Inc. [RVNC]

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

04/08/2014

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

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

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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Filing Date
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		Sec (In	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 28.93	04/08/2014	A		8,000		<u>(1)</u>	04/07/2024	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Tunncliffe Jonathan C/O NOVAQUEST CAPITAL MANAGEMENT, L.L.C. 4208 SIX FORKS ROAD, SUITE 920 RALEIGH, NC 27609	X X

Signatures

/s/ Gordon Ho,
Attorney-in-fact

04/10/2014

__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) The Option shares shall vest as follows: The shares subject to the Option Grant will vest on the one year anniversary of April 8, 2014, subject to the Reporting Person's Continuous Service (as defined in the Issuer's 2014 Equity Incentive Plan) through such vesting date.

- (2) The Reporting Person is a member of the investment committee of NQ HCIF GP, Ltd. (the "NovaQuest GP Ltd.") which is the general partner of NQ HCIF General Partner, L.P. (the "NovaQuest GP"), which is the general partner of NovaQuest Pharma Opportunities Fund III, L.P. ("NovaQuest"). NovaQuest GP Ltd has the power to direct the NovaQuest GP, which in turn acts in its capacity as general partner of NovaQuest, as to voting and disposition of securities owned by NovaQuest. NovaQuest, NovaQuest GP and NovaQuest GP Ltd. may be deemed indirect beneficial owners of the option. NovaQuest, NovaQuest GP and NovaQuest GP Ltd. disclaim beneficial ownership of the option except to the extent of their pecuniary interest therein, if any.

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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