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THERAVA	ANCE INC											
Form 4												
August 03,	2011											
FORM	M 4		GEGU	DIFIE			NGEO			APPROVAL		
Washington, D.C. 20549							OMMISSION	OMB Number:	3235-0287			
Check this box if no longer subject to STATEMENT OF CHAN									Expires:	January 31, 2005 ted average		
						FICIA	LOW	NERSHIP OF				
Section		SECURITIES							burden hours per			
Form 4 Form 5				1((-) - f	41 C			A . 4 . 6 1024	response 0.5			
obligati	iona Pileu pu						•	e Act of 1934,				
may co	ntinue. Section 17			•	nt Compa			1935 or Sectio	911			
<i>See</i> Inst 1(b).	truction	J0(II) (Investine	in Compa	IIY AC	101194	0				
1(0).												
(Print or Type	e Responses)											
GLAXOSMITHKLINE PLC Symbol				er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to				
								Issuer				
				AVANC	E INC [T	HRX]		(Check all applicable)				
(Last)	(First) ((Middle)	3. Date	of Earliest	Transaction	ı						
				(Day/Year))			DirectorX_ 10% Owner Officer (give title Other (specify				
980 GREA	AT WEST ROAD		08/02/	2011				below)	below)			
	(Street)		4. If An	mendment, Date Original				6. Individual or Joint/Group Filing(Check Applicable Line)				
· · · · · · · · · · · · · · · · · · ·				onth/Day/Y	-							
	•				_X_Form filed by One Reporting Person Form filed by More than One Reporting							
BRENTFO								Person	More than One	Reporting		
MIDDLES	SEX, X0 TW8 9G	S										
(City)	(State)	(Zip)	Tal	ble I - Nor	-Derivativ	e Secur	ities Acq	uired, Disposed o	f, or Benefic	ially Owned		
1.Title of	2. Transaction Date	2A. Deemed	1	3.				5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)		Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)					Ownership	Indirect Beneficial		
(Instr. 3)								Beneficially Owned	Form: Direct (D)	Ownership		
			,	(Following	or Indirect	(Instr. 4)		
						(A)		Reported	(I) (In sta. 4)			
						or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
				Code V	Amount	(D)	Price	(Dec		
Common	08/02/2011			Р	102,466	٨	\$	15,667,542	T	By Corporation		
C. 1	00/02/2011			1	(1)	17	10 71	15,007,542	1	Corporation		

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

Stock

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) 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)

19.71

(2)

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Relationships **Reporting Owner Name / Address** Director 10% Owner Officer Other **GLAXOSMITHKLINE PLC** Х 980 GREAT WEST ROAD **BRENTFORD MIDDLESEX, X0 TW8 9GS** Signatures

08/03/2011
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) of the Amended and Restated Governance Agreement by and among Theravance, Inc. (the "Issuer"), GSK LLC and GlaxoSmithKline plc dated as of June 4,

- (1) 2004, as amended. Pursuant to Section 2.1(d)(ii), GSK LLC has the right to purchase from the 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.
- (2) Shares of Common Stock are held of record by Glaxo Group Limited and GSK LLC.

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.