

THERAVANCE INC  
Form 8-K  
November 17, 2011

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

Washington, DC 20549

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**FORM 8-K**

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**Current Report Pursuant**  
**to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event Reported): **November 16, 2011**

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**THERAVANCE, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**000-30319**  
(Commission File Number)

**94-3265960**  
(I.R.S. Employer Identification Number)

**901 Gateway Boulevard**  
**South San Francisco, California 94080**

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(650) 808-6000

(Addresses, including zip code, and telephone numbers, including area code, of principal executive offices)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On November 16, 2011, Astellas Pharma US, Inc. ( Astellas ), the exclusive licensee of VIBATIV® (telavancin for injection) pursuant to the License, Development and Commercialization Agreement with Theravance, Inc. dated November 7, 2005, as amended, distributed a letter to wholesalers and distributors of VIBATIV® (telavancin for injection) advising them of an issue that has occurred at the third party manufacturer of VIBATIV®. The third party manufacturer informed Astellas that they have notified the United States Food and Drug Administration ( FDA ) of an ongoing investigation related to their production equipment and processes. The notification includes all products manufactured at the third party manufacturer s facility which remain within expiry, including current batches of VIBATIV®.

In the November 16, 2011 letter, Astellas communicated that it has decided to voluntarily place a hold on distribution of VIBATIV® to wholesalers until more information becomes available. Also, Astellas communicated that the duration of the distribution hold is difficult to predict and may result in product shortages.

A copy of the letter is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d)Exhibits

<b>Exhibit</b>	<b>Description</b>
Exhibit 99.1	Astellas Pharma US, Inc. Letter to Wholesalers and Distributors of VIBATIV® (telavancin for injection) dated November 16, 2011

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**THERAVANCE, INC.**

Date: November 17, 2011

By:

*/s/ Michael W. Aguiar*

**Michael W. Aguiar**  
**Chief Financial Officer**

**EXHIBIT INDEX**

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