Edgar Filing: THERAVANCE INC - Form 4

THERAVA	NCE INC											
Form 4												
February 14	4, 2012											
FORM	ЛД									APPROVAL		
	UNITED	STATES			AND EX 1, D.C. 2(NGE (COMMISSION	OMB Number:	3235-0287		
Check t				0	,				Expires:	January 31,		
if no lor subject		AENT OF	CHAN	NGES IN	I BENEF	ICIA	L OW	NERSHIP OF		2005 d average		
Section				SECU	RITIES	RITIES				Estimated average burden hours per		
Form 4									response	•		
Form 5 obligati	000			. ,			C	e Act of 1934,				
may con				•	•	-	•	f 1935 or Section	on			
See Inst	ruction	30(n) C	of the I	nvestmer	nt Compa	ny Ao	ct of 194	40				
1(b).												
(Print or Type	Responses)											
1. Name and Address of Reporting Person _ 2. Issue GLAXOSMITHKLINE PLC Symbol			er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer					
		,	THER	AVANC	E INC [T	HRX]	(Check all applicable)				
(Last)	(First) (Middle)	3. Date of	of Earliest	Transaction			(Cne	еск ап аррпса	ible)		
		((Month/	/Day/Year)				DirectorX10% Owner				
980 GREAT WEST ROAD 02/14/2			2012				Difficer (give title Other (specify below)					
			nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check					
							Applicable Line) _X_ Form filed by One Reporting Person					
BRENTFC	חפו								More than One			
	EX, X0 TW8 9G	5						Person				
(City)	(State)	(Zip)	Tab	ole I - Non-	-Derivative	Secu	rities Acc	quired, Disposed	of, or Benefic	cially Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		3.4. Securities AcquiredTransactior(A) or Disposed of (D)Code(Instr. 3, 4 and 5)(Instr. 8)			SecuritiesOBeneficiallyFOwnedDFollowingor	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)			
Common										By		
Common Stock	02/14/2012			Р	88,468 (1)	А	\$ 18.12	15,814,421	Ι	$\underbrace{\text{Corporation}}_{(2)}$		

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

Persons who respond to the collection of information contained in this form are not 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)

		· · · ·	5 0							
1. Title of	2.	3. Transaction Date	3A. Deemed	4	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	ç
Derivative	Conversion	(Month/Day/Year)	Execution Date,	if T	Fransactic	Number	Expiration Date	Amount of	Derivative	I
Security	or Exercise		any	C	Code	of	(Month/Day/Year)	Underlying	Security	Ş
(Instr. 3)	Price of		(Month/Day/Ye	(r) ((Instr. 8)	Derivative	e	Securities	(Instr. 5)	J
	Derivative					Securities		(Instr. 3 and 4)		(
	Security					Acquired				ł
	-					(A) or				ł
						Disposed				7
						of (D)				(
						(Instr. 3,				
						4, and 5)				

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			Amount
Data	Expiration		or
	Expiration	Title	Number
Exercisat	Date Date		of
A) (D)			Shares
	Date Exercisal A) (D)	Exclusable Date	Exercisable Date Title

Reporting Owners

Reporting Owner Name / Address	Relationships						
I G G G G G G G G G G G G G G G G G G G	Director	10% Owner	Officer	Other			
GLAXOSMITHKLINE PLC 980 GREAT WEST ROAD BRENTFORD MIDDLESEX, X0 TW8 9GS		Х					
Signatures							
/s/ Victoria A Whyte, Company Secretary	02/14/2	012					
<u>-*</u> Signature of Reporting Person	Date						
Evaluation of Decauses	. .						

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, Glaxo Group Limited and GlaxoSmithKline

- (1) plc dated as of June 4, 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 preceeding quarter's option exercise and equity vesting activity.
- (2) Shares of Common Stock are held of record by Glaxo Group Limited.

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.

9. Nt

Deriv

Secu

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