

Revance Therapeutics, Inc.  
 Form 3  
 February 05, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â ESSEX WOODLANDS                  HEALTH VENTURES FUND                  VIII LP</p> <p>(Last) (First) (Middle)</p> <p>C/O ESSEX WOODLANDS                  HEALTH VENTURES,Â 335                  BRYANT STREET, THIRD                  FLOOR</p> <p>(Street)</p> <p>PALO ALTO,Â CAÂ 94301</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/05/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Revance Therapeutics, Inc. [RVNC]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X___ 10% Owner                  ___ Officer ___ Other                  (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person                  ___X___ Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Series E-3 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	575,384 <sup>(3)</sup> <u>(4)</u>	\$ <u>(1)</u> <u>(4)</u>	I	See Footnote <u>(5)</u>
Series E-3 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	41,485 <sup>(3)</sup> <u>(4)</u>	\$ <u>(1)</u> <u>(4)</u>	I	See Footnote <u>(6)</u>
Series E-3 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	18,037 <sup>(3)</sup> <u>(4)</u>	\$ <u>(1)</u> <u>(4)</u>	I	See Footnote <u>(7)</u>
Series E-4 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	1,801,888 <u>(3)</u> <u>(4)</u>	\$ <u>(1)</u> <u>(4)</u>	I	See Footnote <u>(5)</u>
Series E-4 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	129,916 <sup>(3)</sup> <u>(4)</u>	\$ <u>(1)</u> <u>(4)</u>	I	See Footnote <u>(6)</u>
Series E-4 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	56,485 <sup>(3)</sup> <u>(4)</u>	\$ <u>(1)</u> <u>(4)</u>	I	See Footnote <u>(7)</u>
Series E-5 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	404,124 <sup>(3)</sup> <u>(4)</u>	\$ <u>(1)</u> <u>(4)</u>	I	See Footnote <u>(5)</u>
Series E-5 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	29,137 <sup>(3)</sup> <u>(4)</u>	\$ <u>(1)</u> <u>(4)</u>	I	See Footnote <u>(6)</u>
Series E-5 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	12,668 <sup>(3)</sup> <u>(4)</u>	\$ <u>(1)</u> <u>(4)</u>	I	See Footnote <u>(7)</u>
Convertible Promissory Notes	Â (8)	Â (8)	Common Stock	596,812 <sup>(8)</sup>	\$ <u>(8)</u>	I	See Footnote <u>(5)</u>
Convertible Promissory Notes	Â (9)	Â (9)	Common Stock	43,029 <sup>(9)</sup>	\$ <u>(9)</u>	I	See Footnote <u>(6)</u>
Convertible Promissory Notes	Â (10)	Â (10)	Common Stock	18,708 <sup>(10)</sup>	\$ <u>(10)</u>	I	See Footnote <u>(7)</u>
Warrant to Purchase Common Stock	Â (11)	Â (11)	Common Stock	369,124 <sup>(3)</sup> <u>(11)</u>	\$ <u>(12)</u>	I	See Footnote <u>(5)</u>
Warrant to Purchase Common Stock	Â (11)	Â (11)	Common Stock	26,605 <sup>(3)</sup> <u>(11)</u>	\$ <u>(12)</u>	I	See Footnote <u>(6)</u>
Warrant to Purchase Common Stock	Â (11)	Â (11)	Common Stock	11,560 <sup>(3)</sup> <u>(11)</u>	\$ <u>(12)</u>	I	See Footnote <u>(7)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESSEX WOODLANDS HEALTH VENTURES FUND VIII LP C/O ESSEX WOODLANDS HEALTH VENTURES	Â	Â X	Â	Â

335 BRYANT STREET, THIRD FLOOR  
PALO ALTO, CA 94301

ESSEX WOODLANDS HEALTH VENTURES FUND VIII-A LP  
C/O ESSEX WOODLANDS HEALTH VENTURES  
335 BRYANT STREET, THIRD FLOOR  
PALO ALTO, CA 94301

^ ^ X ^ ^

ESSEX WOODLANDS HEALTH VENTURES FUND VIII-B LP  
C/O ESSEX WOODLANDS HEALTH VENTURES  
335 BRYANT STREET, THIRD FLOOR  
PALO ALTO, CA 94301

^ ^ X ^ ^

## Signatures

/s/ Gordon Ho,  
Attorney-in-fact

02/05/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Immediately convertible into shares of the Issuer's Common Stock.
- (2) These shares have no expiration date.
- (3) Reflect a 1-for-15 reverse stock split of the Company's issued and outstanding securities effective February 3, 2014.
- (4) Each share shall automatically convert into 1 share of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.  
The shares are held by Essex Woodlands Health Ventures Fund VIII, L.P. ("Essex Fund VIII"). The voting and dispositive decisions with respect to the shares held by Essex Fund VIII are made by its general partner, Essex Woodland Health Ventures VIII, LLC (Essex VIII LLC) and one of Issuer's directors, Ronald W Eastman.
- (6) The shares are held by Essex Woodlands Health Ventures Fund VIII-A, L.P. ("Essex Fund VIII-A"). The voting and dispositive decisions with respect to the shares held by Essex Fund VIII-A are made by its general partner, Essex Woodland Health Ventures VIII, LLC (Essex VIII LLC) and one of Issuer's directors, Ronald W Eastman.
- (7) The shares are held by Essex Woodlands Health Ventures Fund VIII-B, L.P. ("Essex Fund VIII-B"). The voting and dispositive decisions with respect to the shares held by Essex Fund VIII-B are made by its general partner, Essex Woodland Health Ventures VIII, LLC (Essex VIII LLC) and one of Issuer's directors, Ronald W Eastman.
- (8) Principal amount of \$8,609,375.00 plus interest accrued through October 7, 2014, at the rate of 12% per annum shall convert 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.
- (9) Principal amount of \$620,738.64 plus interest accrued through October 7, 2014, at the rate of 12% per annum shall convert 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.
- (10) Principal amount of \$269,886.36 plus interest accrued through October 7, 2014, at the rate of 12% per annum shall convert 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.
- (11) Automatically net exercisable contingent upon and effective immediately prior to the closing of the Issuer's initial public offering.
- (12) The exercise price is \$0.15 per share which reflects the 1-for-15 reverse split effective February 3, 2014.

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.