

Revance Therapeutics, Inc.  
Form 4  
February 11, 2014

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

OMB APPROVAL

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**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

(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

2. Issuer Name and Ticker or Trading Symbol  
Revance Therapeutics, Inc. [RVNC]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/11/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
  
RALEIGH, NC 27609

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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  | (A) or (D)   | Price   |   |   |
| Common Stock                    | 02/11/2014                           |  | C                              |   | 2,039,382<br>(1)  | A  | (2) 2,039,382   | I | by NovaQuest Pharma Opportunities Fund III, L.P.<br>(3) |
| Common Stock                    | 02/11/2014                           |  | C                              |   | 658,551<br>(4)  | A  | (4) 2,697,933   | I | by NovaQuest Pharma Opportunities Fund III, L.P.<br>(3) |
|                                 | 02/11/2014                           |  | X                              |   |   | A  | (5) 3,096,650   | I |   |

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|                 |                       |   |
|-----------------|-----------------------|---|
| Common<br>Stock | 398,717<br><u>(5)</u> | by NovaQuest<br>Pharma<br>Opportunities<br>Fund III, L.P.<br><u>(3)</u> |
|-----------------|-----------------------|---|

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.**

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>Number<br>Shares |                     |
|---|--|---|---|--------------------------------------|--|--|---|----------------------------|---------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                      |                     |
| Series E-4<br>Convertible<br>Preferred<br>Stock     | <u>(2)</u>   | 02/11/2014                              |   | C                                    | 1,539,343  | <u>(2)</u>   | <u>(2)</u>  | Common<br>Stock            | 1,539,              |
| Series E-5<br>Convertible<br>Preferred<br>Stock     | <u>(2)</u>   | 02/11/2014                              |   | C                                    | 500,039  | <u>(2)</u>   | <u>(2)</u>  | Common<br>Stock            | 500,0               |
| Convertible<br>Promissory<br>Notes                  | <u>(4)</u>   | 02/11/2014                              |   | C                                    | 658,551<br><u>(4)</u>  | <u>(4)</u>   | <u>(4)</u>  | Common<br>Stock            | 658,5               |
| Warrant to<br>Purchase<br>Common<br>Stock           | <u>(6)</u>   | 02/11/2014                              |   | X                                    | 398,717<br><u>(7)</u>  | <u>(6)</u>   | <u>(6)</u>  | Common<br>Stock            | 398,7<br><u>(7)</u> |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

