

Revance Therapeutics, Inc.
Form 4
April 10, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
ESSEX WOODLANDS HEALTH VENTURES FUND VIII LP

(Last) (First) (Middle)

C/O ESSEX WOODLANDS HEALTH VENTURES, 335 BRYANT STREET, THIRD FLOOR

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Revance Therapeutics, Inc. [RVNC]

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

04/08/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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SEC 1474 (9-02)

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option (Right to Buy)	\$ 28.93	04/08/2014		J ⁽¹⁾	8,000	⁽²⁾ 04/07/2024	Common Stock	8,000

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 335 BRYANT STREET, THIRD FLOOR PALO ALTO, CA 94301		X		
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, 04/10/2014
Attorney-in-fact

**Signature of Reporting Person 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).
- (1) This option was granted to Ronald W. Eastman, a director of Revance Therapeutics, Inc. who is a partner at Essex Woodland Health Ventures VIII, LLC, which is the general partner of Essex Woodlands Health Ventures VIII, L.P. ("Essex VIII"). Essex VIII is the general partner of Essex Woodlands Health Ventures Fund VIII, L.P., Essex Woodlands Health Ventures Fund VIII-A, L.P. and Essex Woodlands Health Ventures Fund VIII-B, L.P. (collectively "Essex Fund VIII"). Under Essex Fund VIII's partnership agreements, Mr. Eastman is deemed to hold the option for the benefit of Essex Fund VIII and may exercise the option solely upon the direction of Essex

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Fund VIII, which is entitled to the shares issued upon exercise. Essex Fund VIII and Essex Woodland Health Ventures VIII, LLC may be deemed indirect beneficial owners of the option. Essex Fund VIII and Essex Woodland Health Ventures VIII, LLC disclaim beneficial ownership of the option except to the extent of their pecuniary interest therein.

- (2) The Option shares shall vest as follows: The shares subject to the Option Grant will vest on the one year anniversary of April 8, 2014, subject to the Ronald W. Eastman's Continuous Service (as defined in the Issuer's 2014 Equity Incentive Plan) through such vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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