

Innoviva, Inc.  
Form DEFA14A  
April 20, 2017

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**INNOVIVA, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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- (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
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*[Forms of email communications sent to certain institutional investors by certain directors of Innoviva, Inc. in advance of the 2017 Annual Meeting of Stockholders]*

[Shareholder Name],

On behalf of the Innoviva team, thank you for our discussion yesterday. We hope you found the conversation helpful. We remain available to address any follow-up questions you may have, and hope that we can count on your support. We truly believe that this vote is important to your investment.

We very much appreciate your long-term investment and your Board welcomes your continued input and dialogue.

Thank you,

[Director]

[Shareholder Name],

Today is a very important day! On behalf of the Innoviva team, thank you for all of our discussions. We hope you found the conversations helpful. We remain available to address any follow-up questions you may have, and hope that we can count on your support.

We very much appreciate your investment and welcome your continued input and dialogue. If you have any further questions, please call / e-mail Mike or me.

Thanks,

[Director]

