THERAVANCE INC Form 4 May 16, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

See Instruction 1(b).

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* GLAXOSMITHKLINE PLC

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

THERAVANCE INC [THRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

980 GREAT WEST ROAD

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

05/16/2012

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

6. Individual or Joint/Group Filing(Check

(Instr. 4)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**BRENTFORD** MIDDLESEX, X0 TW8 9GS

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A) or	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	orDisposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership
					Following	or Indirect	(Instr. 4)
				(A)	Reported	(I)	
				(A)	Transaction(s)	(Inetr 1)	

Transaction(s) or (Instr. 3 and 4) (D) Price Code V Amount

By Common 10,000,000 05/16/2012 P 25,814,421 Corporation Stock (1) 21.2887 (2)

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

Persons who respond to the collection of SEC 1474 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)

(9-02)

#### Edgar Filing: THERAVANCE INC - Form 4

	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>:</b>		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
GLAXOSMITHKLINE PLC						
980 GREAT WEST ROAD		X				
BRENTFORD MIDDLESEX, X0 TW8 9GS						

## **Signatures**

/s/ Victoria A. Whyte, Company Secretary 05/16/2012

\*\*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).
  - Common stock purchased pursuant to the Common Stock Purchase Agreement by and among Theravance, Inc. (the "Issuer"),
- (1) GlaxoSmithKline LLC and Glaxo Group Limited ("GGL"), dated as of April 2, 2012, pursuant to which the Issuer agreed to issue and sell and GGL agreed to purchase 10,000,000 shares of Common Stock.
- (2) Shares of Common Stock are held of record by GGL.

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.

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