

THERAVANCE INC  
Form 8-K  
October 06, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**Current Report Pursuant**  
**to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event Reported): **September 30, 2015**

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**THERAVANCE, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**000-30319**  
(Commission File Number)

**94-3265960**  
(I.R.S. Employer Identification  
Number)

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**951 Gateway Boulevard  
South San Francisco, California 94080**

**(650) 238-9600**

(Addresses, including zip code, and telephone numbers, including area code, of principal executive offices)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events**

In connection with the cash dividend of \$0.25 per share of Theravance, Inc. (the Company ) paid on September 30, 2015 to stockholders of record as of the close of business on September 10, 2015, the conversion rate (the Conversion Rate ) with respect to the Company s unsecured convertible promissory notes due 2023 (the 2023 Notes ) was adjusted. The Conversion Rate was adjusted from 49.6963 shares of the Company s common stock per \$1,000 principal amount of the 2023 Notes to 50.5818 shares of the Company s common stock per \$1,000 principal amount of the 2023 Notes, which represents an adjusted conversion price of approximately \$19.77 per share.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**THERAVANCE, INC.**

Date: October 6, 2015

By:

/s/ Eric d Esparbes  
Eric d Esparbes  
Chief Financial Officer