

Theravance Biopharma, Inc.  
Form 8-K/A  
January 03, 2019

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

Washington, DC 20549

---

**FORM 8-K/A**

Amendment No. 1

---

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

Date of Report (Date of earliest event Reported): **October 3, 2018**

---

**THERAVANCE BIOPHARMA, INC.**

(Exact Name of Registrant as Specified in its Charter)

---

**Cayman Islands**  
(State or Other Jurisdiction of

**001-36033**  
(Commission File Number)

**98-1226628**  
(I.R.S. Employer Identification

Incorporation)

Number)

**PO Box 309**

**Ugland House, South Church Street**

**George Town, Grand Cayman, Cayman Islands KY1-1104**

**(650) 808-6000**

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

---

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):

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐



*Explanatory Note*

On October 3, 2018, Theravance Biopharma, Inc. (the Company), filed a Current Report on Form 8-K (the Original Report) to report that Ms. Renee D. Gala notified Theravance Biopharma, Inc. (the Company) of her resignation as its Senior Vice President and Chief Financial Officer effective on January 2, 2019. This Amendment No. 1 to Current Report on Form 8-K/A (this Amended Report), supplements and amends the Original Report. Other than as described herein, this Amended Report does not amend any other information previously filed in the Original Report, which information is incorporated herein by reference.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Item 5.02 of the Original Report is hereby amended to add the following information:

(e) On January 2, 2019, the Company and Ms. Gala entered into a consulting agreement to facilitate the transition of activities following Ms. Gala's departure, pursuant to which certain outstanding equity awards will continue to vest during these transition activities, and a copy of which is included in this Amended Report as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Consulting Agreement between the Company and Renee D. Gala dated January 2, 2019

**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 BIOPHARMA, INC.**

Date: January 3, 2019

By:

/s/ Bradford J. Shafer

Bradford J. Shafer

Executive Vice President and General Counsel