

THERAVANCE INC  
Form 8-K  
June 04, 2013

**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): June 4, 2013

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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)

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

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(650) 808-6000

(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):

- 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))
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**Item 8.01 Other Events.**

On June 4, 2013, Theravance, Inc. announced that it had called for redemption all of its outstanding 3% Convertible Subordinated Notes due 2015 (the 2015 Notes ), pursuant to the redemption right in the indenture governing the 2015 Notes. The aggregate principal amount outstanding of the 2015 Notes is \$172,500,000. Any 2015 Notes outstanding on July 5, 2013 will be redeemed in cash for 100% of the principal amount, plus accrued and unpaid interest to, but excluding, the redemption date. A copy of the press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit</b> |                                  | <b>Description</b> |
|----------------|----------------------------------|--------------------|
| Exhibit 99.1   | Press Release dated June 4, 2013 |                    |

**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: June 4, 2013

By:

**/s/ Michael W. Aguiar**  
**Michael W. Aguiar**  
**Chief Financial Officer**

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>               |
|--------------------|----------------------------------|
| Exhibit 99.1       | Press Release dated June 4, 2013 |