

THERAVANCE INC  
Form 8-K  
April 27, 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): **April 24, 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)

**951 Gateway Boulevard**

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**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):

- 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 5.07 Submission of Matters to a Vote of Security Holders.**

At the 2015 annual meeting of stockholders (the Annual Meeting) of Theravance, Inc. (the Company) held on April 24, 2015, the following proposals were submitted to the stockholders of the Company:

Proposal 1: The election of six directors to serve until the the next annual meeting of stockholders.

Proposal 2: Advisory vote to approve named executive officer compensation.

Proposal 3: The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015.

For more information about the foregoing proposals, see the Company's definitive proxy statement on Schedule 14A filed with the United States Securities and Exchange Commission on March 24, 2015 (the Proxy Statement). Of the 116,677,469 shares of the Company's common stock entitled to vote at the Annual Meeting, 110,517,355 shares, or approximately 94.72%, were represented at the meeting in person or by proxy, constituting a quorum. The number of votes cast for, against or withheld, as well as abstentions and broker non-votes, if applicable, in respect of each such proposal is set forth below:

Proposal 1: Election of Directors.

The Company's stockholders elected the following six directors to serve until the next annual meeting of stockholders. The votes regarding the election of directors were as follows:

| Director              | Votes For   | Votes Withheld | Broker Non-Votes |
|-----------------------|-------------|----------------|------------------|
| Michael W. Aguiar     | 101,573,112 | 244,622        | 8,699,621        |
| Catherine J. Friedman | 101,664,350 | 153,384        | 8,699,621        |
| Terrence Kearney      | 101,665,357 | 152,377        | 8,699,621        |
| Paul Pepe             | 101,664,122 | 153,612        | 8,699,621        |
| James L. Tyree        | 101,664,289 | 153,445        | 8,699,621        |
| William H. Waltrip    | 101,659,851 | 157,883        | 8,699,621        |

Proposal 2: Advisory Vote to Approve Named Executive Officer Compensation.

The Company's stockholders approved on an advisory basis the compensation paid to the Company's named executive officers, as disclosed in the Proxy Statement. The votes regarding this proposal were as follows:

| Votes For   | Votes Against | Votes Abstaining | Broker Non-Votes |
|-------------|---------------|------------------|------------------|
| 101,153,373 | 646,538       | 17,823           | 8,699,621        |

Proposal 3: Ratification of Appointment of Ernst & Young LLP.

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The Company's stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015. The votes regarding this proposal were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstaining</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|-------------------------|-------------------------|
| 110,257,177      | 259,345              | 833                     |                         |

**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: May 24, 2015

By:

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