

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

INNOVIVA, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

 - (2) Aggregate number of securities to which transaction applies:

 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - (4) Proposed maximum aggregate value of transaction:

 - (5) Total fee paid:

 - Fee paid previously with preliminary materials.
 - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

 - (2) Form, Schedule or Registration Statement No.:

 - (3) Filing Party:

 - (4) Date Filed:

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Innoviva 2018 Shareholder Letter

To our fellow Shareholders,

Thank you for your investment in Innoviva. Since being appointed Interim Principal Executive Officer in May 2018, I have been working closely with our new Board of Directors to optimize the allocation of our capital. We have instilled a new focus on accountability, efficiency and cost reduction. During 2018, we worked together to simplify Innoviva's operations and reduce its cost structure.

2018 Performance highlights include:

- We decreased our total operating expenses over the course of the year. Full year operating expenses were \$22.8 million, down 32% from \$33.6 million in 2017. In the fourth quarter of 2018, our total operating expenses were \$2.6 million.
- We repaid \$230 million of our Term B Loan and ended the year with cash, cash equivalents, and marketable securities, and accounts receivable totaling \$198.2 million.
- Our CEO pay-ratio, which measures the ratio of CEO pay to the median pay of all other employees, fell to 2.17 to 1 from 11 to 1 in the 2017.

As we enter 2019, because of the actions taken by the new Board and management, Innoviva is well positioned. The Company has increasing cash resources and a long duration royalty portfolio. Our Board is composed of highly-qualified directors with relevant pharmaceutical, clinical, and business experience who bring different perspectives on how best to allocate our capital effectively. To that end, the Board is continuing to review the best use of capital going forward in a deliberate and thoughtful manner with the goal of enhancing long-term value for all shareholders.

Sincerely,



Geoffrey Hulme
Interim Principal Executive Officer
Innoviva, Inc.
