

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): **May 18, 2018**

INNOVIVA, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

000-30319
(Commission File Number)

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

**2000 Sierra Point Parkway
Suite 500
Brisbane, California 94005
(650) 238-9600**

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

(Former name or former address, if changed since last report)

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.

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

Appointment of Officer

On May 22, 2018, Innoviva, Inc. (the “Company” or “Innoviva”) announced the hiring and appointment of Geoffrey Hulme as interim Principal Executive Officer, effective as of May 21, 2018. Mr. Hulme reports directly to the Board of Directors of the Company (the “Board”).

In connection with his hiring, the Company and Mr. Hulme entered into an offer letter and the Company’s standard form of invention assignment agreement. Mr. Hulme’s offer letter provides for an initial base salary of \$300,000 per year and annual bonus eligibility with an annual target payout of 60% of his base

salary. Pursuant to Mr. Hulme's offer letter, subject to the approval of the Company's Board or its Compensation Committee, Mr. Hulme will be granted a nonstatutory stock option to purchase a number of shares of the Company's Common Stock to be determined by the Company's Board or its Compensation Committee. If the Company terminates Mr. Hulme's employment for any reason other than cause prior to May 21, 2019 (the "One-year Anniversary"), subject to Mr. Hulme executing a general release of all claims in favor of the Company, the Company will pay him a lump-sum in cash equal to the product of (i) \$25,000, multiplied by (ii) the number of full months remaining until the One-year Anniversary. In addition, if the Company terminates Mr. Hulme's employment for any reason other than cause following the One-year Anniversary, subject to Mr. Hulme executing a general release of all claims in favor of the Company, Mr. Hulme will remain eligible to receive a pro-rata bonus (based on the number of full months of employment completed in the year of termination) for the year of termination, subject to the terms and conditions of the Company's bonus program in effect at the time of termination (other than continued employment) including the achievement of any performance conditions, payable at the same time as bonuses are paid to active employees.

The foregoing description of the terms and conditions of the offer letter does not purport to be complete and is qualified in its entirety by reference to the full text of the offer letter, which will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the period ending June 30, 2018.

Prior to his hiring, Mr. Hulme, age 51, served as the owner and manager of Steel Valley Capital LLC since 2016 and Steel Valley Advisors LLC, a Registered Investment Adviser since 2017. Previously, from 1998 to 2015, he worked at Amici Capital, LLC, serving in various roles, including as Director of Research, a portfolio manager and a director of various funds managed by Amici. Mr. Hulme earned a Bachelor's of Science degree in Business Administration with a concentration in Finance, summa cum laude, from Villanova University.

Mr. Hulme and the Company will also enter into an indemnification agreement requiring the Company to indemnify him to the fullest extent permitted under Delaware law with respect to his service as an officer of the Company. The indemnification agreement will be in substantially the form entered into with the Company's other executive officers. This form of indemnification agreement is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K.

Mr. Hulme succeeds Eric d'Esparbes as the Company's interim Principal Executive Officer. Following Mr. Hulme's appointment, Mr. d'Esparbes will continue in his role as Senior Vice President and Chief Financial Officer.

A copy of the press release announcing Mr. Hulme's appointment is attached hereto as Exhibit 99.2.

On May 18, 2018, Board approved an amendment to the Innoviva, Inc. 2009 Severance Plan (the "Plan") to provide that officers hired on or after May 18, 2018 or employees promoted to an officer level position on or after May 18, 2018 would not be eligible for benefits under the Plan (the "Amendment"), including Mr. Hulme. The Amendment did not change the severance benefits provided to eligible executives that commenced employment prior to the date of the Amendment.

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The foregoing description of the terms and conditions of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, which will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the period ending June 30, 2018.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

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| 99.1 | Form of Indemnification Agreement between Innoviva, Inc. and each of its directors and executive officers (incorporated by reference to Exhibit 10.11 to Innoviva Inc.'s Registration Statement on Form S-1 (SEC File No. 333-116384)) filed with the SEC on June 10, 2004. |
| 99.2 | Press Release dated May 22, 2018 |

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SIGNATURE

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

INNOVIVA, INC.

Date: May 22, 2018

By: /s/ Geoffrey Hulme
Geoffrey Hulme
interim Principal Executive Officer

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INNOVIVA NAMES GEOFFREY HULME AS INTERIM PRINCIPAL EXECUTIVE OFFICER

***Hulme to execute capital allocation review and cost cutting initiatives of the board;
will also oversee investigation into conduct of advisors to the board in connection with 2017 proxy contest***

Brisbane, CA, May 22, 2018 —Innoviva, Inc. (NASDAQ: INVA) (“Innoviva”) today announced the appointment of Geoffrey Hulme as interim Principal Executive Officer effective May 21, 2018. Mr. Hulme has a 25 year career in finance and investment management with a record of creating and maximizing shareholder value.

Prior to joining Innoviva, Mr. Hulme served as the owner and manager of Steel Valley Capital LLC and Steel Valley Advisors LLC, a Registered Investment Adviser. Previously, he worked at Amici Capital, LLC, serving in various roles, including as Director of Research, a portfolio manager and a director of various funds managed by Amici.

Dr. Odysseas Kostas, Chairman of the Board of Innoviva, stated, “We are excited to welcome Geoff as we begin a new chapter. Geoff, as an investor, brings to the role the much-needed mindset of an owner and joins us in our strong commitment to making the right capital allocation decisions and considering all avenues to maximize shareholder value.”

Mr. Hulme stated, “I look forward to working with the new board to create value for shareholders. After the last few years, a focus on capital allocation, the cost structure and accountability is exactly what the company needs at this time.”

In addition, Innoviva’s new board plans to launch an investigation into the conduct of the advisors to the former board who enabled Innoviva in connection with the 2017 proxy contest conducted by Sarissa Capital. Recall, the previous board breached the agreement to reconstitute the board and subsequently wasted millions of dollars of shareholder capital in an unsuccessful attempt to defend that breach. At this year’s annual meeting, the old board was replaced in its entirety.

About Innoviva

Innoviva is focused on the management of royalty revenues from the respiratory inhalers RELVAR®/BREO® ELLIPTA®, ANORO® ELLIPTA® and TRELEGY® ELLIPTA® commercialized by Glaxo Group Limited (GSK). For more information, please visit Innoviva’s website at www.inva.com.

ANORO®, RELVAR®, BREO®, TRELEGY® and ELLIPTA® are trademarks of the GlaxoSmithKline group of companies.

Forward-Looking Statements

This press release contains certain “forward-looking” statements as that term is defined in the Private Securities Litigation Reform Act of 1995 regarding, among other things, statements relating to goals, plans, objectives and future events, including commercial, business and strategic plans and initiatives. Innoviva intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve substantial risks, uncertainties and assumptions. These statements are based on the current estimates and assumptions of the management of Innoviva as of the date of this press release and are subject to risks, uncertainties, changes in circumstances, assumptions and other factors that may cause the actual results of Innoviva to be materially different from those reflected in the forward-looking statements. Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements are described under the headings “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contained in Innoviva’s Annual Report on Form 10-K for the year ended December 31, 2017 and Innoviva’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, which are on file with the U.S. Securities and Exchange Commission (SEC) and available on the SEC’s website at www.sec.gov. In addition to the risks described above and in Innoviva’s other filings with the SEC, other unknown or unpredictable factors also could affect Innoviva’s results. No forward-looking statements can be guaranteed and actual results may differ materially from such statements. Given these uncertainties, you should not place undue reliance on these forward-looking statements. The information in this press release is provided only as of the date hereof, and Innoviva assumes no obligation to update its forward-looking statements on account of new information, future events or otherwise, except as required by law.

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