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 6, 2015**

THERAVANCE, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**000-30319**	**94-3265960**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

951 Gateway Boulevard
South San Francisco, California 94080
(650) 238-9600
(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):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On May 6, 2015, Theravance, Inc. (the "Company") issued a press release and is holding a conference call regarding its results of operations and financial condition for the quarter ended March 31, 2015. A copy of the press release, which includes information regarding the Company's use of non-GAAP financial measures, is furnished as Exhibit 99.1 to this Current Report.

The information in Item 2.02 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated May 6, 2015

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.

THERAVANCE, INC.

Date: May 6, 2015

By: /s/ Eric d'Esparbes
Eric d'Esparbes
Chief Financial Officer

THERAVANCE, INC.
A ROYALTY MANAGEMENT COMPANY

Theravance Reports First Quarter 2015 Financial Results

Theravance declares a $0.25 per share dividend for Q2 2015

Theravance to host conference call and webcast today at 5:00 p.m. EDT

SOUTH SAN FRANCISCO, Calif., May 6, 2015 – Theravance, Inc. (NASDAQ: THRX) today reported financial results for the first quarter ended March 31, 2015. Royalties earned on net sales of RELVAR®/BREO® ELLIPTA® and ANORO® ELLIPTA® from Glaxo Group Limited (GSK) during the first quarter 2015 were $10.1 million, and income from operations increased to $0.7 million, compared to $0.1 million in the fourth quarter of 2014. Adjusted EBITDA for the first quarter of 2015 was $6.2 million. Net loss for the first quarter 2015 was $10.7 million or $0.09 per share. Cash and cash equivalents, short-term investments, and marketable securities totaled $255.1 million as of March 31, 2015.

Theravance also announced that the company's Board of Directors has declared a $0.25 per share cash dividend to be paid on June 30, 2015 to stockholders of record as of the close of business on June 12, 2015.

"We are very pleased with the progress we have made in 2015 highlighted by the U.S. Food and Drug Administration approval last week of BREO® ELLIPTA® for the treatment of asthma in the United States. This was a very important catalyst for both BREO® and for Theravance as it significantly increases the number of patients who can benefit from this important new medicine," said Michael Aguiar, President and Chief Executive Officer of Theravance. "We continue to see positive prescription trends for RELVAR®/BREO® ELLIPTA® and ANORO® ELLIPTA® as GSK continues the global launch of both products. According to IMS data for the U.S., prescriptions of BREO® ELLIPTA®, which includes COPD but not asthma, grew by more than 30% during Q1 2015 compared to Q4 2014. As a result, we remain optimistic about 2015, comfortable with our current levels of capital return, and look forward to the expected completion of the SUMMIT trial of RELVAR®/BREO® in patients with COPD later in the year."

Highlights

- Theravance paid a cash dividend of $0.25 per share on March 31, 2015 to stockholders of record as of the close of business on March 12, 2015.
- The U.S. Food and Drug Administration approved BREO® ELLIPTA® (fluticasone furoate/vilanterol [FF/VI]) for the once-daily treatment of asthma in patients aged 18 years and older. BREO® ELLIPTA® is not indicated for the relief of acute bronchospasm.
- GSK and Theravance announced the launch of REVLAR® ELLIPTA® in Italy for the treatment of asthma in people 12 and over and for the treatment of patients with chronic obstructive pulmonary disease (COPD) who have an exacerbation history despite regular bronchodilator therapy.

- GSK and Theravance announced the launch of ANORO® ELLIPTA® in Spain, following the approval in Europe in May 2014 as a once-daily maintenance bronchodilator treatment to relieve symptoms in adult patients with COPD.
- In the first quarter of 2015, net sales of RELVAR®/BREO® ELLIPTA® by GSK were $59.9 million, composed of $21.6 million in the U.S. market and $38.3 million in non-U.S. markets.
- As of March 31, 2015, RELVAR®/BREO® ELLIPTA® has been approved in 64 countries for marketing and has been launched in 38 countries.
- In the first quarter of 2015, sales of ANORO® ELLIPTA® by GSK were $17.7 million, composed of $14.0 million in the U.S. market and $3.7 million in non-U.S. markets.
- As of March 31, 2015, ANORO® ELLIPTA® has been approved in 50 countries for marketing and has been launched in 20 countries.

Key Clinical and Regulatory Events for 2015

- Results from the SUMMIT study of 16,000 patients evaluating the impact of RELVAR®/BREO® ELLIPTA® on all cause mortality among patients with COPD who have cardiovascular disease (or are at increased risk for cardiovascular disease) are expected to be available by year-end 2015.
- The Salford Lung Study in COPD is expected to complete by the end of 2015 with the first results expected in 2016.

Financial Results for the First Quarter 2015 vs Fourth Quarter of 2014

Total revenue for the first quarter of 2015 was $6.9 million, which primarily resulted from royalties of $10.1 million from net sales of RELVAR®/BREO® ELLIPTA® and ANORO® ELLIPTA®. The majority of royalties were driven by sales of RELVAR®/BREO® ELLIPTA®.

Research and development expenses for the first quarter of 2015 were $0.7 million compared with $0.8 million in the fourth quarter of 2014.

General and administrative expenses for the first quarter of 2015 were $5.4 million compared with $6.4 million in the fourth quarter of 2014. The decrease in general and administrative expenses compared to the previous quarter was primarily due to the reduced level of transition costs, as Theravance has transitioned a majority of the administrative processes following the spin-off as described in more detail below.

Income from operations increased to $0.7 million, for the first quarter of 2015, compared to $0.1 million in the fourth quarter of 2014. Adjusted EBITDA was $6.2 million for the first quarter of 2015, compared to $5.0 million for the fourth quarter of 2014.

Cash and cash equivalents, short-term investments and marketable securities totaled $255.1 million as of March 31, 2015.

2014 Spin-Off

On June 1, 2014, Theravance separated its late-stage partnered respiratory assets from its biopharmaceutical research and drug development operations by transferring its research and drug development operations into Theravance Biopharma, a then wholly-owned subsidiary. The Spin-Off resulted in Theravance Biopharma operating as an independent, publicly traded company.

The results of operations for Theravance's former research and drug development operations, Theravance Biopharma, following the spin-off of those operations on June 1, 2014, are included as part of the condensed consolidated statements of operations as discontinued operations.

Conference Call and Webcast Information

Theravance has scheduled a conference call for today at 5:00 p.m. Eastern Daylight Time. To participate in the live call by telephone, please dial (877) 837-3908 from the U.S., or (973) 890-8166 for international callers. Those interested in listening to the conference call live via the Internet may do so by visiting Theravance's website at www.thrxinc.com. To listen to the live call via the Internet, please go to the website 15 minutes prior to its start to register, download and install any necessary audio software.

A replay of the conference call will be available on Theravance's website for 30 days. An audio replay will also be available through 11:59 p.m. Eastern Daylight Time on May 13, 2015 by dialing (855) 859-2056 from the U.S., or (404) 537-3406 for international callers, and entering confirmation code 24756499.

Non-GAAP Financial Measures

To supplement the consolidated financial statements presented in accordance with generally accepted accounting principles in the United States, or GAAP, Theravance uses the non-GAAP financial measure of adjusted EBITDA. A reconciliation of this non-GAAP financial measure to the closest GAAP financial measure is presented in the financial table below under the headings "Reconciliation of Non-GAAP Financial Measures to GAAP."

Theravance believes that the non-GAAP financial information provided in this release can assist investors in understanding and assessing Theravance's on-going operations and prospects for the future and provides an additional tool for investors to use in comparing Theravance's financial results with other companies in Theravance's industry or with similar operating profiles. Adjusted EBITDA is used as a supplemental financial measure by Theravance's management and also occasionally by external users of its financial statements, such as investors, commercial banks, research analysts and others, to assess:

- the financial performance of Theravance's assets without regard to financing methods, capital structure or historical cost basis;
- the ability of Theravance's assets to generate cash sufficient to pay interest costs and support its indebtedness; and
- Theravance's operating performance and return on investment as compared to those of other companies, without regard to financing or capital structures.

Adjusted EBITDA is determined by taking GAAP net income (loss) from operations and adding back stock-based compensation expense from continuing operations, depreciation expense from continuing operations and amortization of capitalized fees paid to a related party. Theravance's method of computing adjusted EBITDA may not be the same method used to compute similar measures reported by other companies.

Adjusted EBITDA should not be considered in isolation or as a substitute to net income (loss), income (loss) from operations, cash flows from operating activities or any other measure of financial performance presented in accordance with GAAP. Adjusted EBITDA is not intended to represent cash flow and does not represent the measure of cash available for distribution. The principal limitation of this non-GAAP financial measure is that it excludes significant elements that are required by GAAP to be recorded in Theravance's consolidated financial statements. In addition, it is subject to inherent limitations as it reflects the exercise of judgments by management in determining these non-GAAP financial measures. In order to compensate for these limitations, management of Theravance presents its non-GAAP financial measures in connection with its GAAP results. Investors are encouraged to review the reconciliation of Theravance's non-GAAP financial measures to their most directly comparable GAAP financial measure.

About Theravance

Theravance, Inc. is focused on maximizing the potential value of the respiratory assets partnered with Glaxo Group Limited (GSK), including RELVAR®/BREO® ELLIPTA® and ANORO® ELLIPTA®, with the intention of providing capital returns to stockholders. Under the Long-Acting Beta2 Agonist (LABA) Collaboration Agreement with GSK, Theravance is eligible to receive the associated royalty revenues from RELVAR®/BREO® ELLIPTA® (fluticasone furoate/vilanterol, "FF/VI"), ANORO® ELLIPTA® (umeclidinium bromide/vilanterol, "UMEC/VI") and if approved and commercialized, VI monotherapy. Theravance is also entitled to a 15 percent economic interest in any future payments made by GSK under agreements entered into prior to the spin-off of Theravance Biopharma, and since assigned to Theravance Respiratory Company, LLC, relating to the combination of UMEC/VI/FF and the Bifunctional Muscarinic Antagonist-Beta2 Agonist (MABA) program, as monotherapy and in combination with other therapeutically active components, such as an inhaled corticosteroid, and any other product or combination of products that may be discovered and developed in the future under these agreements with GSK (other than RELVAR®/BREO® ELLIPTA®, ANORO® ELLIPTA® and VI monotherapy). For more information, please visit Theravance's website at www.thrxinc.com.

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

Forward Looking Statements

This press release contains and the conference call will contain 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. Theravance 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. Examples of such statements include statements relating to: the commercialization of RELVAR®/BREO® ELLIPTA® and ANORO® ELLIPTA® in the jurisdictions in which these products have been approved, the strategies, plans and objectives of the company, the timing, manner, amount and planned growth of anticipated potential capital returns to stockholders (including without limitation statements, expectations of future cash dividends and the potential for future share repurchases), the status and timing of clinical studies, data analysis and communication of results, the potential benefits and mechanisms of action of product candidates, expectations for product candidates through development and commercialization, the timing of seeking regulatory approval of product candidates, and projections of revenue, expenses and other financial items. These statements are based on the current estimates and assumptions of the management of Theravance as of the date of this press release and the conference call and are subject to risks, uncertainties, changes in circumstances, assumptions and other factors that may cause the actual results of Theravance 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 include, among others, risks related to: lower than expected future royalty revenue from respiratory products partnered with GSK, delays or difficulties in commencing or completing clinical studies, the potential that results from clinical or non-clinical studies indicate product candidates are unsafe or ineffective, dependence on third parties to conduct its clinical studies, delays or failure to achieve and maintain regulatory approvals for product candidates, and risks of collaborating with third parties to discover, develop and commercialize products. Other risks affecting Theravance are described under the headings “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contained in Theravance’s Annual Report on Form 10-K for the year ended December 31, 2014 filed with the Securities and Exchange Commission (SEC) on February 27, 2015. Additional information will also be set forth in those sections of Theravance’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, which will be filed with the SEC in the second quarter of 2015. In addition to the risks described above and in Theravance’s other filings with the SEC, other unknown or unpredictable factors also could affect Theravance’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. Theravance assumes no obligation to update its forward-looking statements on account of new information, future events or otherwise, except as required by law.

(THRX-F)

Contact Information:

Eric d’Esparbes
Sr. Vice President and Chief Financial Officer
650-238-9640
investor.relations@thrxinc.com

THERAVANCE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)

	Three Months Ended	
	March 31, 2015	December 31, 2014
	(unaudited)	
Revenue:		
Royalty revenue from a related party, net	$ 6,674	$ 7,009
Revenue from collaborative arrangements from a related party, net	222	271
Total revenue	6,896	7,280
Operating expenses:		
Research and development	712	777
General and administrative	5,439	6,373
Total operating expenses	6,151	7,150
Income from operations	745	130
Other income (expense), net	1,178	(3,607)
Interest income	116	117
Interest expense	(12,706)	(12,566)
Net loss	$ (10,667)	$ (15,926)
Basic and diluted net loss per share:	$ (0.09)	$ (0.14)
Cash dividends declared per common share	$ 0.25	$ 0.25
Shares used to compute basic and diluted net loss per share	114,658	114,342

THERAVANCE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)

	Three Months Ended March 31,	
	2015	2014
	(unaudited)	
Revenue:		
Royalty revenue from a related party, net	$ 6,674	$ (1,050)
Revenue from collaborative arrangements from a related party, net	222	270
Total revenue (1)	6,896	(780)
Operating expenses:		
Research and development (2)	712	2,687
General and administrative (2)	5,439	11,256
Total operating expenses	6,151	13,943
Income (Loss) from operations	745	(14,723)
Other income (expense), net	1,178	(3)
Interest income	116	188
Interest expense	(12,706)	(1,644)
Loss from continuing operations, net of tax	(10,667)	(16,182)
Loss from discontinued operations	—	(51,521)
Net loss	$ (10,667)	$ (67,703)
Basic and diluted net loss per share:		
Continuing operations, net of tax	$ (0.09)	$ (0.15)
Discontinued operations	—	(0.47)
Basic and diluted net loss per share	$ (0.09)	$ (0.62)
Cash dividends declared per common share	$ 0.25	$ —
Shares used to compute basic and diluted net loss per share	114,658	109,859

(1) Revenue is comprised of the following (in thousands):

	Three Months Ended March 31,	
	2015	2014
	(unaudited)	
Royalties from a related party	$ 10,130	$ 730
Amortization of capitalized fees paid to a related party	(3,456)	(1,780)
Royalty revenue	6,674	(1,050)
Strategic alliance - MABA program license	222	270
Total revenue from a related party	$ 6,896	$ (780)

(2) Amounts include stock-based compensation expense as follows (in thousands):

	Three Months Ended March 31,	
	2015	2014
	(unaudited)	
Research and development	$ 235	$ 718
General and administrative	1,698	5,340
Discontinued operations	—	7,477
Total stock-based compensation expense	$ 1,933	$ 13,535

Consolidated Balance Sheet Data
(in thousands)

	March 31, 2015 (unaudited)	December 31, 2014 (1)
Assets		
Cash, cash equivalents and marketable securities	$ 255,072	$ 283,354
Other current assets	11,252	11,684
Property and equipment, net	303	324
Capitalized fees paid to a related party, net	204,735	208,191
Other assets	17,337	18,101
Total assets	$ 488,699	$ 521,654
Liabilities and stockholders' deficit		
Other current liabilities	$ 3,774	$ 4,067
Payable to Theravance Biopharma, Inc.	126	1,056
Accrued interest payable	6,195	7,551
Deferred revenue	4,648	4,870
Convertible subordinated notes	255,109	255,109
Non-recourse notes payable, due 2029	476,954	470,527
Other long-term liabilities	2,036	1,823
Stockholders' deficit	(260,143)	(223,349)
Total liabilities and stockholders' deficit	$ 488,699	$ 521,654

(1) The selected consolidated balance sheet amounts at December 31, 2014 are derived from audited financial statements.

Non-GAAP Financial Measures

As previously mentioned, a reconciliation of adjusted EBITDA to its most directly comparable GAAP measures has been provided in the table below:

Reconciliation of Non-GAAP Financial Measures to GAAP

THERAVANCE, INC.
Reconciliation of GAAP to Non-GAAP Operating Results
(in thousands)

	Three Months Ended	
	March 31, 2015	December 31, 2014
	(unaudited)	
Reconciliation from GAAP net income from operations to adjusted EBITDA:		
GAAP net income from operations	$ 745	$ 130
Non-GAAP adjustments:		
Stock-based compensation	1,933	1,377
Depreciation	27	—
Amortization of capitalized fees paid to a related party	3,456	3,456
Adjusted EBITDA	$ 6,161	$ 4,963

THERAVANCE, INC.
Reconciliation of GAAP to Non-GAAP Operating Results
(in thousands)

	Three Months Ended March 31,	
	2015	2014
	(unaudited)	
Reconciliation from GAAP net income (loss) from operations to adjusted EBITDA:		
GAAP net income (loss) from operations	$ 745	$ (14,723)
Non-GAAP adjustments:		
Stock-based compensation from continuing operations	1,933	6,058
Depreciation from continuing operations	27	—
Amortization of capitalized fees paid to a related party	3,456	1,780
Adjusted EBITDA	$ 6,161	$ (6,885)