

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

ARMATA PHARMACEUTICALS, INC.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

04216R 102

(CUSIP Number)

Pavel Raifeld
Chief Executive Officer
Innoviva, Inc.
1350 Old Bayshore Highway Suite 400
Burlingame, CA
877-202-1097

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 17, 2021

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). <u>Innoviva, Inc.</u>	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 17,421,600
	8	SHARED VOTING POWER 12,307,694
	9	SOLE DISPOSITIVE POWER 17,421,600
	10	SHARED DISPOSITIVE POWER 12,307,694
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 29,729,294 ⁽¹⁾	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 74.7% ⁽²⁾	
14	TYPE OF REPORTING PERSON CO	

(1) See Item 5.

(2) Based on 39,805,089 shares of common stock, par value \$0.01 per share ("Common Stock"), outstanding as of March 17, 2021, as confirmed in writing by the Issuer, inclusive of the shares of Common Stock beneficially owned by the Reporting Persons and shares of Common Stock issuable upon exercise of the warrants to purchase Common Stock beneficially owned by the Reporting Persons.

1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). <u>Innoviva Strategic Opportunities LLC</u>	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 12,307,694
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 12,307,694
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,307,694 ⁽¹⁾	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 30.9% ⁽²⁾	
14	TYPE OF REPORTING PERSON OO	

(1) See Item 5.

(2) Based on 39,805,089 shares of common stock, par value \$0.01 per share ("Common Stock"), outstanding as of March 17, 2021, as confirmed in writing by the Issuer, inclusive of the shares of Common Stock directly held by Innoviva Strategic Opportunities LLC ("Innoviva Sub") and shares of Common Stock issuable upon exercise of the warrants to purchase Common Stock beneficially owned by the Reporting Persons.

Explanatory Note

This Amendment No. 3 to Schedule 13D (“Amendment No. 3”) amends and supplements the initial Statement of Beneficial Ownership on Schedule 13D, as filed with the U.S. Securities and Exchange Commission (the “SEC”) by Innoviva, Inc. (“Innoviva”) on February 14, 2020, as amended and supplemented by Amendment No. 1 filed with the SEC on March 31, 2020 by Innoviva, as further amended and supplemented by Amendment No. 2 filed with the SEC on January 26, 2021 by Innoviva and Innoviva Strategic Opportunities LLC, a wholly-owned subsidiary of Innoviva (“Innoviva Sub”) (the “Schedule 13D”), with respect to shares of common stock, \$0.01 par value per share (“Common Stock”) of Armata Pharmaceuticals, Inc., a Washington corporation (the “Issuer”) and warrants to acquire additional shares of Common Stock of the Issuer (“Warrants”).

Innoviva and Innoviva Sub (collectively, the “Reporting Persons”) are filing this amendment to reflect the acquisition of additional shares of Common Stock and Warrants. Except as specifically amended and supplemented by this Amendment No. 3, the Schedule 13D (as amended) remains in full force and effect

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of Schedule 13D is hereby supplemented as follows:

Innoviva Sub acquired the Newly Purchased Common Stock and the Newly Purchased Warrants (each as defined below) for an aggregate purchase price of approximately \$13.9 million. The Newly Purchased Common Stock and the Newly Purchased Warrants were acquired with funds provided from working capital of the Reporting Persons.

Item 4. Purpose of Transaction

Item 4 of Schedule 13D is supplemented as follows:

As previously disclosed on Amendment No. 2 to the Schedule 13D filed with the SEC on January 26, 2021, Innoviva Sub entered into a Securities Purchase Agreement (the “SPA”) with the Issuer, pursuant to which the Issuer agreed to issue and sell to Innoviva Sub, in a private placement, an aggregate number of shares of Common Stock up to 6,153,847 and Warrants to purchase up to 6,153,847 additional shares of Common Stock, with an exercise price of \$3.25. Contemporaneously with the execution and delivery of the SPA, the Issuer issued 1,867,912 shares of Common Stock and Warrants to acquire 1,867,912 additional shares of Common Stock to Innoviva Sub. Issuance of the remainder of the shares of Common Stock and Warrants to acquire shares of Common Stock were conditioned upon satisfaction of certain conditions, including the approval of the new issuance by the stockholders of the Issuer as required by the applicable rules and regulations of New York Stock Exchange American (“Stockholder Approval”). The Issuer obtained Stockholder Approval of the new issuance on March 16, 2021.

On March 17, 2021, the Issuer issued an additional 4,285,935 shares of Common Stock (the “Newly Purchased Common Stock”) and Warrants to acquire 4,285,935 additional shares of Common Stock (the “Newly Purchased Warrants”) to Innoviva Sub. Innoviva Sub purchased the shares of Common Stock and Warrants reported on this Amendment No. 3 to the Schedule 13D for investment purposes. On the date of this Amendment No. 3, the Reporting Persons collectively own 14,864,647 shares of Common Stock and warrants to acquire an additional 14,864,647 shares of Common Stock.

Item 5. Interest in Securities of the Issuer

Item 5 of Schedule 13D is amended and restated as follows:

The Reporting Persons collectively may be deemed to have beneficial ownership of 29,729,294 shares of Common Stock, representing approximately 74.7% of the outstanding shares of Common Stock of the Issuer as of the date of this Amendment No.3 to the Schedule 13D, based on 39,805,089 shares of Common Stock outstanding as of March 17, 2021, as confirmed in writing by the Issuer, inclusive of the shares of Common Stock beneficially owned by the Reporting Persons and shares of Common Stock issuable upon exercise of the Warrants to purchase Common Stock beneficially owned by the Reporting Persons.

Except as set forth in this Schedule 13D (as amended), the Reporting Persons did not acquire or sell any shares of Common Stock or other securities of the Issuer during the last 60 days.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 17, 2021

INNOVIVA, INC.

By: /s/ Pavel
Raifeld
Name: Pavel Raifeld
Title: Chief Executive Officer

**INNOVIVA STRATEGIC
OPPORTUNITIES LLC
BY INNOVIVA, INC (IT MANAGING
MEMBER)**

By: /s/ Pavel Raifeld

Name: Pavel Raifeld
Title: Chief Executive Officer