

**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): **June 17, 2024**

**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)

**1350 Old Bayshore Highway,  
Suite 400  
Burlingame, California  
94010  
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	INVA	The NASDAQ Global Select Market

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

At the Annual Meeting of Stockholders held on June 17, 2024 (the “Meeting”), the stockholders of Innoviva, Inc. (“Innoviva”) elected six members to our board of directors, each for a one-year term expiring at the annual meeting of stockholders in 2025, as follows:

<b>Members</b>	<b>Number of Shares Voted For</b>	<b>Number of Shares Voted Against or Abstained</b>	<b>Broker Non- Votes</b>
Mark DiPaolo, Esq.	52,630,405.53	1,369,108	2,544,371.42
Jules Haimovitz	52,638,945.53	1,360,568	2,544,371.42
Odysseas D. Kostas, M.D.	53,558,321.53	441,192	2,544,371.42
Sarah Schlesinger, M.D.	52,024,328.53	1,975,185	2,544,371.42
Derek Small	53,731,768.53	267,745	2,544,371.42
Sapna Srivastava, Ph.D.	48,313,815.53	5,685,698	2,544,371.42

At the Meeting, our stockholders next approved on a non-binding advisory basis, Innoviva’s executive compensation. The vote for such approval was 52,833,150.39 shares for, 1,146,788 shares against, 19,575.14 shares abstaining, and 2,544,371.42 shares of broker non-votes.

Also at the Meeting, our stockholders next ratified the selection by the Audit Committee of the Board of Directors of Innoviva of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024. The vote for such ratification was 56,265,724.95 shares for, 271,022 shares against, 7,138 shares abstaining and 0 broker non-votes.

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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: June 20, 2024

By: /s/ Pavel Raifeld

**Pavel Raifeld**  
**Chief Executive Officer**

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