

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
Under
The Securities Act of 1933**

THERAVANCE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-3265960
(IRS Employer
Identification No.)

**951 Gateway Boulevard
South San Francisco, California 94080**
(Address of principal executive offices) (Zip Code)

**Theravance, Inc. 2012 Equity Incentive Plan
Theravance, Inc. Amended and Restated 2008 New Employee Equity Incentive Plan
Theravance, Inc. 2004 Equity Incentive Plan
Theravance, Inc. 1997 Stock Plan**
(Full title of the Plan)

**Michael W. Aguiar
Chief Financial Officer
THERAVANCE, INC.
951 Gateway Boulevard
South San Francisco, California 94080**
(Name and address of agent for service)

(650) 238-9600
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Options and Rights to Purchase Common Stock	2,366,331	N/A	N/A	N/A
Common Stock, \$0.01 par value	2,366,331 shares	\$ 21.90	\$ 51,822,649	\$ 6,674.76

(1) Pursuant to Rule 416 of the Securities Act of 1933, referred to as the Securities Act, this registration statement also covers such additional shares of Common Stock, \$0.01 par value, of Theravance, Inc. (the "Registrant") as may become issuable pursuant to the anti-dilution provisions of the Theravance, Inc. 2012 Equity Incentive Plan, the Theravance, Inc. Amended and Restated 2008 New Employee Equity Incentive Plan, the Theravance, Inc. 2004 Equity Incentive Plan and the Theravance, Inc. 1997 Stock Plan (together and, as amended, the "Plans").

(2) Calculated solely for purposes of this offering under Rule 457(c) and Rule 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low sales prices per share of Common Stock of Theravance, Inc. as reported on the Nasdaq Global Market on August 4, 2014.

In connection with the spin-off of Theravance Biopharma, Inc. by the Registrant on June 2, 2014, outstanding stock options and other awards, along with the number of shares remaining available for future stock options and other awards, were adjusted pursuant to the anti-dilution provisions of the Plans. This Registration Statement on Form S-8 is to register additional shares of Common Stock issuable pursuant to the Plans as a result of such adjustments. The 2,366,331 shares of Common Stock of the Registrant registered on this Registration Statement on Form S-8 are allocated between the Plans as follows:

<u>Plan</u>	<u>Allocation</u>
Theravance, Inc. 2012 Equity Incentive Plan	1,373,201
Theravance, Inc. Amended and Restated 2008 New Employee Equity Incentive Plan	47,090
Theravance, Inc. 2004 Equity Incentive Plan	885,182
Theravance, Inc. 1997 Stock Plan	60,858

Pursuant to General Instruction E to Form S-8, the contents of the following Registration Statements on Form S-8, as filed by the Registrant with the SEC on the dates set forth below, relating to the Plans as set forth below are incorporated herein by reference:

<u>Plan</u>	<u>Filed</u>	<u>File No.</u>
Theravance, Inc. 2012 Equity Incentive Plan	May 30, 2012	333-181763
Theravance, Inc. Amended and Restated 2008 New Employee Equity Incentive Plan	August 5, 2009 May 8, 2008	333-161065 333-150753
Theravance, Inc. 2004 Equity Incentive Plan	May 5, 2010 May 8, 2007 October 6, 2004	333-166546 333-142707 333-119559
Theravance, Inc. 1997 Stock Plan	March 31, 2005 October 6, 2004	333-123716 333-119559

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference

Theravance, Inc. (the "Registrant") hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the "SEC"):

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 filed with the SEC on March 3, 2014;
- (b) Information contained in the Registrant's proxy statement filed with the SEC on April 15, 2014 to the extent incorporated by reference in its Annual Report on Form 10-K for the fiscal year ended December 31, 2013;
- (c) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 filed with the SEC on May 7, 2014;
- (d) The Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 filed with the SEC on August 7, 2014;
- (e) The Registrant's Current Reports on Forms 8-K filed with the SEC on January 8, 2014, January 9, 2014, January 13, 2014, January 23, 2014, February 6, 2014, February 10, 2014, February 20, 2014, March 3, 2014 (as amended by the Current Report on Form 8-K/A filed with the SEC on March 6, 2014), March 13, 2014, March 14, 2014, March 18, 2014, March 24, 2014, April 9, 2014, April 21, 2014, April 22, 2014, April 29, 2014, April 30, 2014, May 2, 2014, May 5, 2014, May 6, 2014, May 8, 2014, May 15, 2014, May 20, 2014, May 21, 2014, May 23, 2014, June 5, 2014, June 11, 2014, June 17, 2014, June 30, 2014, July 2, 2014, July 7, 2014, July 9, 2014, July 16, 2014 and August 6, 2014; and
- (f) The description of the Registrant's outstanding Common Stock contained in the Registrant's Registration Statement No. 000-30319 on Form 8-A filed with the SEC on September 27, 2004, pursuant to Section 12 of the Securities Act of 1934, as amended (the "1934 Act"), including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the 1934 Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. The Registrant is not, however, incorporating any documents or information that the Registrant is deemed to furnish and not file in accordance with SEC rules.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Certain legal matters with respect to the validity of the Common Stock registered hereby have been passed upon for the Company by Bradford J. Shafer, Senior Vice President, General Counsel and Secretary of the Company. Bradford J. Shafer is employed by the Company, and owns or has rights to acquire an aggregate of less than one percent of the Company's Common Stock.

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Item 6. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law authorizes a court to award or a corporation's board of directors to grant indemnification to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act of 1933, as amended (the "1933 Act"). The Registrant's bylaws provide for mandatory indemnification of its directors and officers and those serving at the Registrant's request as directors, officers, employees or agents of other organizations to the maximum extent permitted by the Delaware General Corporation Law. The Registrant's amended and restated certificate of incorporation provides that, pursuant to Delaware law, its directors shall not be liable for monetary damages for breach of the directors' fiduciary duty as directors to the Registrant and its stockholders. This provision in the amended and restated certificate of incorporation does not eliminate the directors' fiduciary duty, and in appropriate circumstances equitable remedies such as injunctive or other forms of non-monetary relief will remain available under Delaware law. In addition, each director will continue to be subject to liability for breach of the director's duty of loyalty to the Registrant for acts or omissions not in good faith or involving intentional misconduct or knowing violations of law, for actions leading to improper personal benefit to the director, and for payment of dividends or approval of stock repurchases or redemptions that are unlawful under Delaware law. The provision also does not affect a director's responsibilities under any other law, such as the federal securities laws or state or federal environmental laws. The Registrant has entered into indemnification agreements with its officers and directors. The indemnification agreements provide the Registrant's officers and directors with further indemnification to the maximum extent permitted by the Delaware General Corporation Law. The Registrant maintains liability insurance for its directors and officers.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

<u>Exhibit Number</u>	<u>Exhibit</u>
4.1	Amended and Restated Certificate of Incorporation of the Registrant. (Incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement No. 333-116384 on Form S-1/A filed with the SEC on July 26, 2004).
4.2	Certificate of Amendment of Restated Certificate of Incorporation of the Registrant. (Incorporated by reference to Exhibit 3.4 to the Registrant's Quarterly Report on Form 10-Q for the period ended March 31, 2007, filed with the SEC on May 8, 2007).
4.3	Amended and Restated Bylaws of the Registrant. (Incorporated by reference to Exhibit 3.5 to the Registrant's Quarterly Report on Form 10-Q for the period ended September 30, 2008, filed with the SEC on November 6, 2008).
5	Opinion and consent of Theravance, Inc. General Counsel.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Theravance, Inc. General Counsel is contained in Exhibit 5.
24	Power of Attorney. Reference is made to page II-4 of this Registration Statement.
99.1	Theravance, Inc. 1997 Stock Plan (Incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement No. 333-116384 on Form S-1/A filed with the SEC on June 10, 2004).
99.2	Theravance, Inc. 2004 Equity Incentive Plan (Incorporated by reference to Exhibit 10.3 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011, filed with the SEC on February 27, 2012).
99.3	Theravance, Inc. Amended and Restated 2008 New Employee Equity Incentive Plan (Incorporated by reference to Exhibit 10.24 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011, filed with the SEC on February 27, 2012).
99.4	Theravance, Inc. 2012 Equity Incentive Plan (Incorporated by reference to Exhibit 10.38 to the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2012, filed with the SEC on August 1, 2012).

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Item 9. Undertakings

A. The undersigned Registrant hereby undertakes: (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "1933 Act"), (ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement and (iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; provided, however, that clauses (1)(i) and (1)(ii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the 1934 Act that are incorporated by reference in this Registration Statement; (2) that for the purpose of determining any liability under the

1933 Act each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the Registrant's 2012 Equity Incentive Plan, Amended and Restated 2008 New Employee Equity Incentive Plan, 2004 Equity Incentive Plan and 1997 Stock Plan.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the 1933 Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the 1934 Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers or controlling persons of the Registrant pursuant to the indemnification provisions summarized in Item 6 or otherwise, the Registrant has been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the 1933 Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, State of California on this 7th day of August, 2014.

THERAVANCE, INC.

By: /s/ Rick E Winningham
 Rick E Winningham
 Chief Executive Officer and Chairman of the Board of Directors

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That the undersigned officers and directors of Theravance, Inc., a Delaware corporation, do hereby constitute and appoint Rick E Winningham and Michael W. Aguiar, and any of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and either one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms all that said attorneys and agents, or either one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Rick E Winningham</u> Rick E Winningham	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	August 7, 2014
<u>/s/ Michael W. Aguiar</u> Michael W. Aguiar	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	August 7, 2014
<u>/s/ Catherine J. Friedman</u> Catherine J. Friedman	Director	August 7, 2014
<u>/s/ Paul Pepe</u> Paul Pepe	Director	August 7, 2014
<u>/s/ James L. Tyree</u> James L. Tyree	Director	August 7, 2014

EXHIBIT INDEX

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August 7, 2014

Theravance, Inc.
951 Gateway Boulevard
South San Francisco, California 94080

Re: Theravance, Inc. Registration Statement
for 2,366,331 shares of Common Stock

Ladies and Gentlemen:

I refer to your registration on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act") in connection with the registration of (i) 1,373,201 shares of Common Stock issuable in the aggregate under the 2012 Equity Incentive Plan, (ii) 47,090 shares of Common Stock issuable in the aggregate under the Amended and Restated 2008 New Employee Equity Incentive Plan, (iii) 885,182 shares of Common Stock issuable in the aggregate under the 2004 Equity Incentive Plan and (iv) 60,858 shares of Common Stock issuable in the aggregate under the 1997 Stock Plan (collectively, the "Shares").

I advise you that, in my opinion, when the Shares have been issued and sold pursuant to the provisions of the applicable plan, and in accordance with the Registration Statement, such Shares will be validly issued, fully paid and nonassessable shares of the Company's Common Stock.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Bradford J. Shafer

Bradford J. Shafer, Senior Vice President, General Counsel and Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2012 Equity Incentive Plan, Amended and Restated 2008 New Employee Equity Incentive Plan, 2004 Equity Incentive Plan and 1997 Stock Plan of Theravance, Inc. of our reports dated March 3, 2014, with respect to the consolidated financial statements of Theravance, Inc. and the effectiveness of internal control over financial reporting of Theravance, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2013, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California
August 6, 2014
