

---

---

**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): **April 24, 2019**

---

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

At the Annual Meeting of Stockholders held on April 24, 2019 (the “Meeting”), our stockholders elected five members to our board of directors, each for a one-year term expiring at the annual meeting of stockholders in 2020, 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>
George W. Bickerstaff, III	54,197,851	1,521,496	8,146,532
Mark DiPaolo, Esq.	55,331,131	388,216	8,146,532
Jules Haimovitz	55,300,377	418,970	8,146,532
Odysseas D. Kostas, M.D.	55,209,263	510,084	8,146,532
Sarah Schlesinger, M.D.	55,174,609	544,738	8,146,532

At the Meeting, our stockholders next approved on a non-binding advisory basis, Innoviva’s 2018 executive compensation. The vote for such approval was 54,969,304 shares for, 601,715 shares against, 148,328 shares abstaining, and 8,146,532 shares of broker non-votes.

Also at the Meeting, our stockholders ratified the appointment of Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019. The vote for such ratification was 63,005,811 shares for, 691,647 shares against, 168,421 shares abstaining and no broker non-votes.

**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.

Date: April 25, 2019

**INNOVIVA, INC.**

By: /s/ Geoffrey Hulme

**Geoffrey Hulme**

**Interim Principal Executive Officer**