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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**Current Report Pursuant  
to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event Reported): **September 30, 2015**

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**THERAVANCE, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**

(State or Other Jurisdiction of  
Incorporation)

**000-30319**

(Commission File Number)

**94-3265960**

(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)

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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))
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**Item 8.01. Other Events**

In connection with the cash dividend of \$0.25 per share of Theravance, Inc. (the "Company") paid on September 30, 2015 to stockholders of record as of the close of business on September 10, 2015, the conversion rate (the "Conversion Rate") with respect to the Company's unsecured convertible promissory notes due 2023 (the "2023 Notes") was adjusted. The Conversion Rate was adjusted from 49.6963 shares of the Company's common stock per \$1,000 principal amount of the 2023 Notes to 50.5818 shares of the Company's common stock per \$1,000 principal amount of the 2023 Notes, which represents an adjusted conversion price of approximately \$19.77 per share.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**THERAVANCE, INC.**

Date: October 6, 2015

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

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