Coo	sepa	ente	last	nuoti	ione
388	seda	rale.	IIISL	TUCI.	IONS.

1 issuer's name		2 Issuer's employer identification number (EIN) 94-3265960		
Theravance, Inc.				
3 Name of contact for ad	ditional information 4 T	5 Email address of contact		
nvestor Relations		investor.relations@thrxinc.com		
6 Number and street (or F	P.O. box if mail is not delive	7 City, town, or post office, state, and Zip code of contact		
51 Gateway Boulevard		South San Francisco, CA 94080		
8 Date of action	1	9 Classification and description		
September 30, 2015		Common Stock - Cash Distribution		
10 CUSIP number 11 Serial number(s)		12 Ticker symbol	13 Account number(s)	
	N/A	THRX	NA	
88338T 10 4				
14 Describe the organiza the action ► <u>On Sep</u>	onal Action Attach ad tional action and, if applica tember 30, 2015, Therava	ance, Inc. (th "Issuer") made cash d	e against which shareholders' ownership is measured for istributions of \$0.25 per share to its common	
Part II Organization Describe the organization the action  On Sep	tional Action Attach ad tional action and, if applica tember 30, 2015, Therava 396,823.75. The distribut	able, the date of the action or the date ance, Inc. (th "Issuer") made cash d tion is expected to be in excess of t	against which shareholders' ownership is measured for	

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► See #15 above.

For Paperwork Reduction Act Notice, see the separate Instructions.

Form 8937 (12-2011)

Form 8937 (Rev. 12-2011)

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based > <u>Distributions to</u> shareholders to the extent of the corporation's earnings and profits are reported as taxable dividends under Section 301(c)(1) and in accordance with Section 316. In the event a distribution to shareholders exceeds corporate current and accumulated earnings and profits as computed under Section 312, shareholders must apply the rules of Section 301(c) to determine if the distribution is a non-taxable return of basis under Section 301(c)(2) or if the distribution is reported as a capital gain under Section 301(c)(3). The Issuer is currently expecting to have a deficit in current earnings and profits and has a deficit in accumulated earnings and profits, where earnings and profits was computed in accordance with Section 312.

18 Can any resulting loss be recognized? ► N/A

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► The reportable tax year is the year ended December 31, 2015.

		er penaltles of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and f, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.						
Sign Here	signature ► Edich		Date ►	10-30-15				
	Print your name K Cr	ic desparses	Title 🕨	CFO				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed				
		Firm's name						
	Firm's address ►							
Send For	m 8937 (including accompanying state	ments) to: Department of the Treasury.	nternal Revenue Service	Oden, LIT 84201-0054				