

Revance Therapeutics, Inc.
Form 8-K
March 05, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): March 4, 2014

REVANCE THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State of

incorporation)

001-36297
(Commission

File No.)
Revance Therapeutics, Inc.

75-0551645
(IRS Employer

Identification No.)

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7555 Gateway Boulevard

Newark, California 94560

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (510) 742-3400

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))

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

(d) Appointment of Director

On March 4, 2014, Revance Therapeutics, Inc. (the Company) increased the size of its Board of Directors (the Board) by one to eight members. Following such increase, the Board elected Angus C. Russell to serve as its Chairman. Mr. Russell's term expires at the Company's 2015 Annual Meeting of Stockholders and until his successor is duly elected and qualified, or until his earlier death, resignation or removal. Mr. Russell's election was recommended to the Board by its Nominating and Corporate Governance Committee.

In accordance with the Company's Non-Employee Director Compensation Policy, Mr. Russell is entitled to receive a \$39,500 annual retainer for service as a Board member. Additionally, Mr. Russell will receive a supplemental annual retainer of \$24,500 as the Chairman of the Board. Also, on March 4, 2014, Mr. Russell was granted an option to purchase 18,000 shares of Common Stock under the Company's 2014 Equity Incentive Plan with an exercise price equal to \$28.71. The option will vest on the one year anniversary of the date of grant, subject to Mr. Russell's continued service as a director through the vesting date.

The Company also entered into the Company's standard form of indemnification agreement with Mr. Russell. The indemnification agreement provides, among other things, that the Company will indemnify Mr. Russell for certain expenses which he may be required to pay in connection with certain claims to which he may be made a party by reason of his position as a director of the Company, and otherwise to the fullest extent permitted under Delaware law and the Company's Amended and Restated Bylaws. The form of indemnification agreement was previously filed as Exhibit 10.8 to the Company's Registration Statement on Form S-1 (No. 333-193154), as amended, as filed on January 27, 2014, and is incorporated herein by reference.

There are no arrangements or understandings between Mr. Russell and any other persons pursuant to which he was elected as a director of the Company. There are no family relationships between Mr. Russell and any director, executive officer, or any person nominated or chosen by the Company to become a director or executive officer. There are no related person transactions (within the meaning of Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission) between Mr. Russell and the Company.

A copy of the Company's press release announcing the appointment of Mr. Russell is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

| Number | Description |
|---------------|------------------------------------|
| 99.1 | Press Release dated March 5, 2014. |

SIGNATURES

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.

Date: March 5, 2014

Revance Therapeutics, Inc.

By: /s/ Lauren P. Silvernail
Lauren P. Silvernail
Executive Vice President, Corporate Development
and Chief Financial Officer

EXHIBIT INDEX

| Number | Description |
|---------------|------------------------------------|
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