

THERAVANCE INC  
Form 8-K  
October 27, 2005

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934.

**Date of Report: October 27, 2005**  
**(Date of earliest event reported)**

**Theravance, Inc.**  
**(Exact name of registrant as specified in its charter)**

**DE**  
**(State or other jurisdiction**  
**of incorporation) 0-30319**

**(Commission File Number) 94-3265960**  
**(IRS Employer**  
**Identification Number)**

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

**650-808-6000**  
**(Registrant's telephone number, including area code)**

**Not Applicable**  
**(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:

- 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))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.02. Results of Operations and Financial Condition**

The information in this Current Report (including Exhibit 99.1) is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report (including Exhibit 99.1) shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

On October 27, 2005, Theravance, Inc. issued a press release regarding its financial results for the quarter ended September 30, 2005. A copy of the press release is furnished as Exhibit 99.1 to this Current Report.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits.

99.1 Press Release of Theravance, Inc. dated October 27, 2005 regarding its financial results for the quarter ended September 30, 2005, furnished in accordance with Item 2.02 of this Current Report on Form 8-K.

99.1 Press Release of Theravance, Inc. dated October 27, 2005

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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.

Dated: October 27, 2005

**THERAVANCE, INC.**

By: /s/ Michael W. Aguiar

Michael W. Aguiar

*Senior Vice President and Chief Financial Officer*

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**Exhibit Index** **Exhibit No.** **Description** 99.1 Press Release of Theravance, Inc. dated October 27, 2005