

Theravance Biopharma, Inc.
Form SC 13D/A
April 18, 2019
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO 240.13d-2(a) UNDER THE SECURITIES EXCHANGE ACT
OF 1934

(Amendment No. 3*)

THERAVANCE BIOPHARMA, INC.

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

G8807B106

(CUSIP Number)

Victoria A. Whyte
GlaxoSmithKline plc
980 Great West Road
Brentford, Middlesex TW8 9GS
England
Telephone: +44 (0)208 047 5000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 28, 2019

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1.

GlaxoSmithKline plc

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (see instructions)

(a)

(b)

3. SEC USE ONLY

SOURCE OF FUNDS (see instructions)

4.

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6.

England and Wales

SOLE VOTING POWER

7.

9,644,808

SHARED VOTING POWER

8.

-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE DISPOSITIVE POWER

9.

9,644,808

SHARED DISPOSITIVE POWER

10.

-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

9,644,808 (1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

17.4% (2)

TYPE OF REPORTING PERSON (see instructions)

14.

CO

Footnotes:

(1) Ordinary Shares are held of record by Glaxo Group Limited, an indirect wholly owned subsidiary of GlaxoSmithKline plc.

(2) Based on 55,579,495 shares of the Issuer's Common Stock outstanding as of February 15, 2019, as disclosed in the Issuer's Form 10-K Annual Report filed with Securities and Exchange Commission (the "SEC") on February 28, 2019 (the "Annual Report").

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Item 1. Security and Issuer.

This Amendment No. 3 to Schedule 13D amends and supplements the statement on Schedule 13D originally filed on March 24, 2016 (as amended by Amendment No.1 filed on May 13, 2016 and Amendment No.2 filed on February 3, 2017, the "Schedule 13D", and as amended by this Amendment No.3, the "Statement") with respect to the Ordinary Shares, par value \$0.00001 per share (the "Ordinary Shares"), of Theravance Biopharma, Inc., a Cayman Islands exempted company (the "Issuer"). GlaxoSmithKline plc is filing this amendment to reflect its new percentage beneficial ownership in the Issuer, which has decreased as a result of an increase in the outstanding Ordinary Shares of the Issuer. The Issuer's principal executive offices are located at PO Box 309, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

Item 2. Identity and background

The response set forth in Item 2 of the Schedule 13D is hereby amended by deleting Schedule 1 in its entirety and replacing it with Schedule 1 attached.

Item 5. Interest in Securities of the Issuer.

The response set forth in Item 5 (a) and (b) of the Schedule 13D is hereby amended by deleting the previous response in its entirety and replacing it with the following:

- (a) GlaxoSmithKline plc beneficially owns 9,644,808 Ordinary Shares, which represents 17.4% of 55,579,495 Ordinary Shares outstanding as of February 15, 2019, as reported in the Issuer's Annual Report.
- (b) GlaxoSmithKline plc has the sole power to vote or direct the vote, and the sole power to dispose or to direct the disposition of all 9,644,808 shares of Common Stock described in Item 5(a) above.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 18, 2019

GLAXOSMITHKLINE PLC

By: /s/ Victoria A. Whyte
Victoria A. Whyte
Authorized Signatory

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SCHEDULE 1

| Name | Business Address | Principal Occupation or Employment | Citizenship |
|---------------------------|-------------------------------------------------------------------------------------------|------------------------------------------------|------------------|
| Board of Directors | | | |
| Emma Walmsley | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director and Chief Executive Officer | British |
| Manvinder Singh Banga | 980 Great West Road Brentford Middlesex, England TW8 9GS 269 E. Grand Avenue, | Company Director | British & Indian |
| Dr. Hal Barron | South San Francisco, CA 94080 | Chief Scientific Officer & President, R&D | US |
| Dr. Vivienne Cox | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | British |
| Simon Dingemans | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director | British |
| Lynn Elsenhans | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | US |
| Dr. Jesse Goodman | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | US |
| Dr Laurie Glimcher | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | US |
| Sir Philip Hampton | 980 Great West Road Brentford Middlesex, England TW8 9GS | Chairman and Company Director | British |

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| | | | |
|-------------|-------------------------------------------------------------------|----------------------------------------------|---------|
| Judy Lewent | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | US |
| Iain MacKay | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director & Chief Financial Officer | British |
| Urs Rohner | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | Swiss |

**Corporate
Executive Team**

| | | | |
|----------------|-------------------------------------------------------------------|-----------------------------------------------------|--------------|
| Emma Walmsley | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director and Chief Executive Officer | British |
| Dr. Hal Barron | 269 E. Grand Avenue, South San Francisco, CA 94080 | Chief Scientific Officer & President, R&D | US |
| Roger Connor | 980 Great West Road Brentford Middlesex, England TW8 9GS | President, Global Vaccines | Irish |
| Diana Conrad | 980 Great West Road Brentford Middlesex, England TW8 9GS | Senior Vice President, Human Resources | Canadian |
| James Ford | 980 Great West Road Brentford Middlesex, England TW8 9GS | Senior Vice President & General Counsel | British & US |
| Nick Hirons | 980 Great West Road Brentford Middlesex, England TW8 9GS | Senior Vice President, Global Ethics and Compliance | British & US |

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|-------------------|-------------------------------------------------------------------|----------------------------------------------------------------|---------------------|
| Sally Jackson | 980 Great West Road Brentford Middlesex, England TW8 9GS | Senior Vice President, Global Communications and CEO Office | British |
| Iain MacKay | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director & Chief Financial Officer | British |
| Brian McNamara | 184 Liberty Corner Road Warren NJ, 07059 | Chief Executive Officer, GSK Consumer Healthcare | US |
| Luke Miels | 980 Great West Road Brentford Middlesex, England TW8 9GS | President, Global Pharmaceuticals | Australian |
| David Redfern | 980 Great West Road Brentford Middlesex, England TW8 9GS | Chief Strategy Officer | British |
| Regis Simard | 980 Great West Road Brentford Middlesex, England TW8 9GS | President Pharmaceutical Supply Chain | French & British |
| Karenann Terrell | 980 Great West Road Brentford Middlesex, England TW8 9GS | Chief Digital and Technology Officer | Canadian |
| Philip Thomson | 980 Great West Road Brentford Middlesex, England TW8 9GS | President, Global Affairs | British |