

Innoviva, Inc.  
Form DEFA14A  
March 29, 2017

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**INNOVIVA, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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- (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:
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On March 10, 2017, Sarissa requested that Innoviva, Inc. (the Company) provide certain of its books and records pursuant to Section 220 of the Delaware General Corporation Law. The Company offered to provide Sarissa with certain of the confidential materials it requested subject to executing a confidentiality agreement. On March 21, 2017, Sarissa filed a complaint in the Delaware Court of Chancery, demanding that the Company provide books and records pursuant to Section 220 of the Delaware General Corporation Law. Sarissa additionally requested that the Court grant a motion to expedite so that a trial would be held prior to the Company's annual meeting. On March 27, 2017, the Company provided Sarissa with certain of the confidential books and records requested pursuant to an executed confidentiality agreement. At a hearing held on March 28, 2017, the Court denied Sarissa's motion to expedite. In connection with the hearing, the Company agreed to provide minutes of recently completed Nominating/Corporate Governance Committee meetings responsive to Sarissa's demand as they become available for production. The Company continues to believe that Sarissa's complaint is without merit.

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