

Theravance Biopharma, Inc.
Form SC 13D/A
February 03, 2017
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

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)

December 31, 2016

(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.

Cusip No. G8807B106 13 D/A2 Page 2 of 7

- 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
(see instructions)
 2. (a)
(b)
 3. SEC USE ONLY
 4. SOURCE OF FUNDS (see instructions)
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. 9,644,807 |
| | SHARED VOTING POWER |
| | 8. -0- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE DISPOSITIVE POWER |
| | 9. 9,644,807 |
| | SHARED DISPOSITIVE POWER |
| | 10. -0- |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,644,807 (1)
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions)
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
18.4% (2)
14. TYPE OF REPORTING PERSON (see instructions)

CO

Footnotes:

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

(2) Based on 52,519,989 Ordinary Shares outstanding as of November 14, 2016.

Cusip No. G8807B106 13 D/A2 Page 3 of 7

Item 1. Security and Issuer.

This Amendment No. 2 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, the "Schedule 13D", and as amended by this Amendment No.2, 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, Uglund 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 as attached to Amendment No. 1 in its entirety, and replacing it with Schedule 1 attached hereto as well as deleting the last paragraph in its entirety and replacing it with the following:

On September 30, 2016, GlaxoSmithKline plc agreed to a settlement with the SEC relating to an investigation into the commercial practices of certain subsidiaries of GlaxoSmithKline plc in China. The SEC's order found that GlaxoSmithKline plc violated the internal controls and books and records provisions of the U.S. Foreign Corrupt Practices Act (the "FCPA"). GlaxoSmithKline plc consented to the order without admitting or denying the findings, and agreed to pay a \$20 million civil penalty. GlaxoSmithKline plc also agreed to provide status reports to the SEC for the next two years on its remediation and implementation of anti-corruption compliance measures.

Other than as set forth above in this Item 2, during the last five years prior to the date hereof, neither GlaxoSmithKline plc nor, to the best knowledge of GlaxoSmithKline plc, any of the other persons with respect to whom information is given in response to this Item 2 has been convicted in a criminal proceeding or been a party to a civil proceeding ending in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

Item 5. Interest in Securities of the Issuer.

The response set forth in first paragraph of Item 5 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 9,644,807 Ordinary Shares, which represents 18.4% of 52,519,989 Ordinary Shares outstanding as of November 14, 2016.

Cusip No. G8807B106 13 D/A2 Page 4 of 7

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: February 2, 2017

GLAXOSMITHKLINE PLC

By: /s/ Victoria A. Whyte

Victoria A. Whyte

Authorized Signatory

Cusip No. G8807B106 13 D/A2 Page 5 of 7

SCHEDULE 1

| Name | Business Address | Principal Occupation or Employment | Citizenship |
|----------------------------|---|--|-------------|
| Board of Directors | | | |
| Sir Andrew Witty | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director and Chief Executive Officer | British |
| Professor Sir Roy Anderson | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | British |
| Manvinder Singh Banga | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | Indian |
| 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 and Chief Financial Officer | 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 |
| Sir Philip Hampton | 980 Great West Road Brentford Middlesex, England TW8 9GS | Chairman and Company Director | British |
| Judy Lewent | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | US |

Cusip No. G8807B106 13 D/A2 Page 6 of 7

| | | | |
|----------------------|---|---|---------------------------|
| Urs Rohner | 980 Great West Road Brentford Middlesex, England TW8 9GS 709 Swedeland Road | Company Director | Swiss |
| Dr. Moncef Slaoui | King of Prussia | Executive Director and Chairman, Global Vaccines | Moroccan, Belgian & US |
| Dr. Patrick Vallance | PA, 19406 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director and President, R&D | British |
| Emma Walmsley | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director and Chief Executive Officer Designate | British |

Corporate Executive Team

| | | | |
|------------------|---|---|-----------------|
| Sir Andrew Witty | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director and Chief Executive Officer | British |
| Roger Connor | 980 Great West Road Brentford Middlesex, England TW8 9GS | President, Global Manufacturing & Supply | Irish |
| Luc Debruyne | 980 Great West Road Brentford Middlesex, England TW8 9GS | President, Global Vaccines | Belgian |
| Simon Dingemans | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director and Chief Financial Officer | British |
| Nick Hirons | 980 Great West Road Brentford Middlesex, England TW8 9GS | Senior Vice President, Global Ethics and Compliance | British & US |
| Abbas Hussain | 980 Great West Road Brentford Middlesex, England | President, Global Pharmaceuticals | British |

TW8 9GS

Cusip No. G8807B106 13 D/A2 Page 7 of 7

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| | | | |
|----------------------|---|---|---------|
| Brian McNamara | 184 Liberty Corner Road Warren NJ, 07059 | Chief Executive Officer, GSK Consumer Healthcare | US |
| David Redfern | 980 Great West Road Brentford Middlesex, England TW8 9GS | Chief Strategy Officer | British |
| Claire Thomas | 980 Great West Road Brentford Middlesex, England TW8 9GS | Senior Vice President, Human Resources | British |
| Philip Thomson | 980 Great West Road Brentford Middlesex, England TW8 9GS | Senior Vice President, Communications and Government Affairs | British |
| Daniel Troy | The Navy Yard 5 Crescent Drive Philadelphia, PA 19112 | Senior Vice President & General Counsel | US |
| Dr. Patrick Vallance | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director and President, R&D | British |
| Emma Walmsley | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director and Chief Executive Officer Designate | British |