

Theravance Biopharma, Inc.  
Form SC TO-I/A  
September 23, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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Amendment No. 2

to

**SCHEDULE TO**

(Rule 14d-100)

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)**  
**of the Securities Exchange Act of 1934**

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**THERAVANCE BIOPHARMA, INC.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

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**Options to Purchase Ordinary Shares, \$0.00001 par value**

(Title of Class of Securities)

**G8807B106**

(CUSIP Number of Class of Securities (Underlying Ordinary Shares))

**Renee D. Gala**

**Senior VP and Chief Financial Officer, Treasurer**

**Theravance Biopharma, Inc.**

**c/o Theravance Biopharma US, Inc.**

**901 Gateway Boulevard**

**South San Francisco, California 94080**

**(650) 808-6000**

(Name, address and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

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**Copies to:**

<b>David T. Young, Esq.</b>	<b>Bradford J. Shafer, Esq.</b>
<b>Richard C. Blake, Esq.</b>	<b>Senior VP and General Counsel</b>
<b>Gunderson Dettmer Stough</b>	<b>Theravance Biopharma, Inc.</b>
<b>Villeneuve Franklin &amp; Hachigian, LLP</b>	<b>c/o Theravance Biopharma US, Inc.</b>
<b>1200 Seaport Boulevard</b>	<b>901 Gateway Boulevard</b>
<b>Redwood City, CA 94063</b>	<b>South San Francisco, California 94080</b>
<b>(650) 321-2400</b>	<b>(650) 808-6000</b>

**CALCULATION OF FILING FEE**

<b>Transaction Valuation*</b>	<b>Amount of Filing Fee</b>
\$13,783,792	\$1,601.68

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\* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 2,262,221 ordinary shares of Theravance Biopharma, Inc. having an aggregate value of \$13,783,792 as of August 26, 2015 will be exchanged or cancelled pursuant to this offer. The aggregate value of such securities was calculated based on the Black-Scholes option pricing model. The amount of the filing fee, calculated in accordance with the Securities Exchange Act of 1934, as amended, equals \$116.20 for each \$1,000,000 of the value of this transaction.

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Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$1,601.68  
Form or Registration No.: Schedule TO

Filing Party: Theravance Biopharma, Inc.  
Date Filed: August 28, 2015

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 2 ( Amendment No. 2 ) amends and supplements that certain Tender Offer Statement on Schedule TO (the Schedule TO ) originally filed with the United States Securities and Exchange Commission (the SEC ) on August 28, 2015 by Theravance Biopharma, Inc., a Cayman Islands exempted company ( Theravance Biopharma or the Company ), as previously amended on September 11, 2015. This Amendment No. 2 amends and restates only the items and exhibits to the Schedule TO that are being amended and restated, and unaffected items and exhibits are not included herein. This Amendment No. 2 should be read in conjunction with the Schedule TO.

### Item 12. Exhibits

- (a)(1)(A) Offer to Exchange Certain Outstanding Options for Restricted Share Units, dated August 28, 2015. \*
- (a)(1)(B) Cover E-mails. \*
- (a)(1)(C) Election Form. \*
- (a)(1)(D) Withdrawal Form. \*
- (a)(1)(E) Form of Confirmation E-mail. \*
- (a)(1)(F) Form of Reminder E-mails.
- (a)(1)(G) Screenshots from Offer Website. \*
- (a)(1)(H) Employee Presentation. \*
- (a)(1)(I) Intranet Communications and Newsletter Announcements.
- (b) Not applicable.
- (d)(1) Theravance Biopharma, Inc. 2013 Equity Incentive Plan and forms of award agreement thereunder, incorporated herein by reference from Exhibit 99.1 from the Company s Form S-8, as filed with the Securities and Exchange Commission on August 18, 2014.
- (d)(2) Theravance Biopharma, Inc. UK Addendum to the 2013 Equity Incentive Plan, incorporated herein by reference from Exhibit 10.1 to the Company s Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission on August 14, 2014.
- (d)(3) Forms of Non-Executive Officer Restricted Share Unit Agreement under the 2013 Equity Incentive Plan. \*
- (d)(4) Theravance Biopharma, Inc. 2014 New Employee Equity Incentive Plan and form of option agreement thereunder, incorporated herein by reference from Exhibit 99.1 from the Company s Form S-8, as filed with the Securities and Exchange Commission on November 14, 2014.
- (d)(5) Governance Agreement by and between Theravance Biopharma, Inc. and Glaxo Group Limited, dated March 3, 2014, incorporated herein by reference from Exhibit 10.26 to Amendment No. 4 to the Company s Form 10, as filed with the Securities and Exchange Commission on April 8, 2014.
- (d)(6) Registration Rights Agreement by and between Theravance Biopharma, Inc. and Glaxo Group Limited, dated March 3, 2014, incorporated herein by reference from Exhibit 4.2 to Amendment No. 4 to the Company s Form 10, as filed with the Securities and Exchange Commission on April 8, 2014.
- (d)(7) Rights Agreement by and between Theravance Biopharma, Inc. and Computershare Inc., incorporated herein by reference from Exhibit 4.3 to the Company s Registration Statement on Form S-3, as filed with the Securities and Exchange Commission on June 26, 2015.
- (d)(8) Letter Agreement by and between Theravance Biopharma, Inc. and Glaxo Group Limited, including the form of Ordinary Share Purchase Agreement (the Purchase Agreement ) and schedule to the Purchase Agreement, are incorporated herein by reference

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from Exhibit 10.01 to the Company's Current Report on Form 8-K, as filed with the Securities and Exchange Commission on September 11, 2015.

(g) Not applicable.

(h) Not applicable.

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\* Previously filed as an exhibit to the Schedule TO-I filed with the Securities and Exchange Commission on August 28, 2015.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 to Schedule TO is true, complete and correct.

**THERAVANCE BIOPHARMA, INC.**

Date: September 23, 2015

/s/ Bradford J. Shafer  
Bradford J. Shafer  
Senior VP and General Counsel

**INDEX TO EXHIBIT**

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