

# **THERAVANCE BIOPHARMA, INC.**

Reported by  
**PASQUALONE FRANK**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 02/22/17 for the Period Ending 02/20/17

|             |                                    |
|-------------|------------------------------------|
| Telephone   | 650-808-6000                       |
| CIK         | 0001583107                         |
| Symbol      | TBPH                               |
| SIC Code    | 2834 - Pharmaceutical Preparations |
| Industry    | Pharmaceuticals                    |
| Sector      | Healthcare                         |
| Fiscal Year | 12/31                              |

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |  |   |  |   |  |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person *<br><b>PASQUALONE FRANK</b><br>(Last) (First) (Middle) |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>Theravance Biopharma, Inc. [ TBPH ]</b> |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>SVP Global Head Acute Care Bus</b> |  |
| C/O THERAVANCE BIOPHARMA US, INC., 901 GATEWAY BLVD<br>(Street)                                 |  | 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>2/20/2017</b>                          |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| SOUTH SAN FRANCISCO, CA 94080<br>(City) (State) (Zip)   |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY)   |  |   |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|---------|---|--|---|
|                                 |                |                                   | Code                      | V | Amount  | (A) or (D) | Price   |   |  |   |
| Ordinary Shares                 | 2/20/2017      |                                   | F                         |   | 8762  | D          | \$33.78 | 219118  | D  |   |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date |     | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                 | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|---|-----|---|-----------------|--|--|--|--|
|  |  |                |                                   | Code                      | V |  | (A)                                     | (D) | Date Exercisable  | Expiration Date |  |  |  |  |

### Explanation of Responses:

### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| PASQUALONE FRANK<br>C/O THERAVANCE BIOPHARMA US, INC.<br>901 GATEWAY BLVD<br>SOUTH SAN FRANCISCO, CA 94080 |               |           | SVP Global Head Acute Care Bus |       |

### Signatures

**Brett A. Grimaud, Attorney-in-Fact**

**2/22/2017**

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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