

THERAVANCE INC
Form 8-K/A
June 08, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K/A

Current Report Pursuant

to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event Reported): **June 3, 2010**

THERAVANCE, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation)

000-30319

(Commission File Number)

94-3265960

(I.R.S. Employer Identification Number)

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901 Gateway Boulevard
South San Francisco, California 94080
(650) 808-6000

(Addresses, including zip code, and telephone numbers, including area code, of principal executive offices)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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On April 30, 2010 Theravance, Inc. (the Company) filed a Periodic Report on Form 8-K (the Original 8-K) with the Securities and Exchange Commission to reflect the results of its 2010 Annual Meeting of Stockholders. On June 3, 2010, the Company was informed by its transfer agent, Bank of New York Mellon, that due to a system error, the voting results previously reported for William D. Young were incorrect. The voting results for Mr. Young reported in the Original 8-K were 52,843,922 votes for and 930,720 votes withheld. The revised voting results for Mr. Young that Bank of New York Mellon provided to the Company on June 3, 2010 were 51,631,664 votes for and 2,142,978 votes withheld. There were no changes to the voting results reported in the Original 8-K other than those for Mr. Young. The Original 8-K is amended by this Form 8-K/A to reflect the final voting results from the Company's 2010 Annual Meeting of Stockholders, as shown in Item 5.07 below.

Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) The Annual Meeting of Stockholders of Theravance, Inc. was held on April 27, 2010.

(b) The table below presents the final results of the election to the Company's board of directors.

| | Votes for | Votes withheld |
|----------------------------|------------|----------------|
| Rick E Winningham | 53,531,064 | 243,578 |
| Jeffrey M. Drazan | 35,871,470 | 17,903,172 |
| Robert V. Gunderson, Jr. | 52,818,471 | 956,171 |
| Arnold J. Levine, Ph.D | 37,123,809 | 16,650,833 |
| Burton G. Malkiel, Ph.D. | 53,620,797 | 153,845 |
| Peter S. Ringrose, Ph.D. | 53,644,830 | 129,812 |
| William H. Waltrip | 53,623,097 | 151,545 |
| George M. Whitesides, Ph.D | 52,114,309 | 1,660,333 |
| William D. Young | 51,631,664 | 2,142,978 |

The stockholders also approved the amendment and restatement of the Company's 2004 Equity Incentive Plan. The table below presents the final voting results:

| | Affirmative Votes | Negative Votes | Votes Withheld |
|---|----------------------|-------------------|-------------------|
| Approval of amendment and restatement of 2004 Equity Incentive Plan | 43,001,578 | 10,771,639 | 1,425 |

The stockholders also ratified the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010. The table below presents the final voting results:

| | Affirmative Votes | Negative Votes | Votes Withheld |
|---|----------------------|-------------------|-------------------|
| Ratification of independent registered public accounting firm | 58,892,703 | 184,450 | 4,111 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THERAVANCE, INC.

Dated: June 8, 2010

By:

/s/ Bradford J. Shafer

Bradford J. Shafer
Senior Vice President and General Counsel