

Revance Therapeutics, Inc.
 Form 3
 February 05, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â NovaQuest Pharma | | (Month/Day/Year) | Revance Therapeutics, Inc. [RVNC] | |
| Opportunities Fund III, L.P. | | 02/05/2014 | | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | |
| 4208 SIX FORKS ROAD, | | | (Check all applicable) | |
| SUITE 920 | | | _____ Director <input checked="" type="checkbox"/> 10% Owner | |
| (Street) | | | _____ Officer _____ Other | |
| RALEIGH, NC 27609 | | | (give title below) (specify below) | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | ___ Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|--|-------|-------|--------------|----------------------|------------|----------------------------------|------------------|
| Series E-4 Convertible Preferred Stock | Â (1) | Â (2) | Common Stock | 1,539,343 (3) (4) | \$ (1) (4) | I | See Footnote (5) |
| Series E-5 Convertible Preferred Stock | Â (1) | Â (2) | Common Stock | 500,039 (3) (4) | \$ (1) (4) | I | See Footnote (5) |
| Convertible Promissory Notes | Â (6) | Â (6) | Common Stock | 658,551 (6) | \$ (6) | I | See Footnote (5) |
| Warrant to Purchase Common Stock | Â (7) | Â (7) | Common Stock | 398,717 (3) (7) | \$ (8) | I | See Footnote (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NovaQuest Pharma Opportunities Fund III, L.P. 4208 SIX FORKS ROAD, SUITE 920 RALEIGH, NC 27609 | Â | Â X | Â | Â |
| NQ HCIF General Partner, L.P. 4208 SIX FORKS ROAD, SUITE 920 RALEIGH, NC 27609 | Â | Â X | Â | Â |
| NQ HCIF GP, Ltd. 4208 SIX FORKS ROAD, SUITE 920 RALEIGH, NC 27609 | Â | Â X | Â | Â |

Signatures

/s/ Gordon Ho,
Attorney-in-fact

02/05/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

- (1) Immediately convertible into shares of the Issuer's Common Stock.
- (2) These shares have no expiration date.
- (3) Reflect a 1-for-15 reverse stock split of the Company's issued and outstanding securities effective February 3, 2014.
- (4) Each share shall automatically convert into 1 share of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.

- These securities are held by NovaQuest Pharma Opportunities Fund III, L.P. ("NovaQuest"). NQ HCIF General Partner, L.P., the general partner of NovaQuest ("NovaQuest GP"), has the power to vote and dispose of securities directly owned by NovaQuest, and NQ HCIF GP, Ltd., the general partner of NovaQuest GP ("NovaQuest GP Ltd."), has the power to direct the NovaQuest GP as to such voting and disposition. NovaQuest GP Ltd.'s investment committee makes voting and investment decisions regarding securities held by NovaQuest. NovaQuest GP and NovaQuest GP Ltd each disclaims beneficial ownership of the securities held by NovaQuest except to the extent of its pecuniary interest therein.
- (5)

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- Principal amount of \$9,500,000.00 plus interest accrued through October 7, 2014, at the rate of 12% per annum shall convert
- (6) automatically upon the closing of the Issuer's initial public offering into shares of Common Stock at a conversion price that equals to 100% of the per share price of the Common Stock sold in the Issuer's initial public offering.
 - (7) Automatically net exercisable contingent upon and effective immediately prior to the closing of the Issuer's initial public offering.
 - (8) The exercise price is \$0.15 per share which reflects the 1-for-15 reverse split effective February 3, 2014.

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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