

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 * Â Glasheen James Walter (Last) (First) (Middle)	2. Date of Event Requiring Statement (Month/Day/Year) 02/05/2014	3. Issuer Name and Ticker or Trading Symbol Revance Therapeutics, Inc. [RVNC]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
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C/O TECHNOLOGY PARTNERS,Â 100 SHORELINE HWY, BLDG B, STE 282
 (Street)

MILL VALLEY,Â CAÂ 94941
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)
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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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series E-1 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	5,231 ⁽³⁾ ₍₄₎	\$ <u>(1)</u> <u>(3)</u>	I	See Footnote <u>(5)</u>
Series E-1 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	81,959 ⁽³⁾ ₍₄₎	\$ <u>(1)</u> <u>(3)</u>	I	See Footnote <u>(6)</u>
Series E-2 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	4,125 ⁽³⁾ ₍₄₎	\$ <u>(1)</u> <u>(3)</u>	I	See Footnote <u>(5)</u>
Series E-2 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	73,275 ⁽³⁾ ₍₄₎	\$ <u>(1)</u> <u>(3)</u>	I	See Footnote <u>(6)</u>
Series E-3 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	4,546 ⁽³⁾ ₍₄₎	\$ <u>(1)</u> <u>(3)</u>	I	See Footnote <u>(5)</u>
Series E-3 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	74,665 ⁽³⁾ ₍₄₎	\$ <u>(1)</u> <u>(3)</u>	I	See Footnote <u>(6)</u>
Series E-4 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	2,801 ⁽³⁾ ₍₄₎	\$ <u>(1)</u> <u>(3)</u>	I	See Footnote <u>(5)</u>
Series E-4 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	303,563 ⁽³⁾ ₍₄₎	\$ <u>(1)</u> <u>(3)</u>	I	See Footnote <u>(6)</u>
Series E-5 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	89,186 ⁽³⁾ ₍₄₎	\$ <u>(1)</u> <u>(3)</u>	I	See Footnote <u>(6)</u>
Convertible Promissory Notes	Â (7)	Â (7)	Common Stock	34,427 ⁽⁷⁾	\$ <u>(7)</u>	I	See Footnote <u>(6)</u>
Warrant to Purchase Common Stock	Â (8)	Â (8)	Common Stock	149 ⁽⁴⁾ <u>(8)</u>	\$ <u>(9)</u>	I	See Footnote <u>(5)</u>
Warrant to Purchase Common Stock	Â (8)	Â (8)	Common Stock	52,087 ⁽⁴⁾ ₍₈₎	\$ <u>(9)</u>	I	See Footnote <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Glasheen James Walter C/O TECHNOLOGY PARTNERS 100 SHORELINE HWY, BLDG B, STE 282 MILL VALLEY, Â CAÂ 94941	Â X	Â	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) 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.
- (4) Reflect a 1-for-15 reverse stock split of the Company's issued and outstanding securities effective February 3, 2014.

(5) The shares are held by Technology Partners Affiliates VII, L.P. ("TPA"). TP Management VII, L.L.C., the general partner of TPA, may be deemed to have sole power to vote and sole power to dispose of shares directly owned by TPA. James Glasheen, one of the Issuer's directors, is a managing member of TP Management VII, L.L.C. and may be deemed to have shared voting power and shared power to dispose of the shares held by TPA.

(6) The shares are held by Technology Partners Fund VII, L.P. ("TPF"). TP Management VII, L.L.C., the general partner of TPF, may be deemed to have sole power to vote and sole power to dispose of shares directly owned by TPF. James Glasheen, one of the Issuer's directors, is a managing member of TP Management VII, L.L.C. and may be deemed to have shared voting power and shared power to dispose of the shares held by TPF.

- (7) Principal amount of \$500,000.00 plus interest accrued through October 7, 2014, at the rate of 12% per annum shall convert 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.
- (8) Automatically net exercisable contingent upon and effective immediately prior to the closing of the Issuer's initial public offering.
 - (9) 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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