

Revance Therapeutics, Inc.
 Form 4
 February 11, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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STATEMENT OF CHANGES IN 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 *
 ESSEX WOODLANDS HEALTH VENTURES FUND VIII LP

(Last) (First) (Middle)

C/O ESSEX WOODLANDS HEALTH VENTURES, 335 BRYANT STREET, THIRD FLOOR

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Revance Therapeutics, Inc. [RVNC]

3. Date of Earliest Transaction (Month/Day/Year)

02/11/2014

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

___ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
Common Stock	02/11/2014		C	(A) <u>(1)</u> Amount 2,781,396	(D) Price <u>(2)</u> 2,781,396	I	by Essex Woodlands Health Ventures Fund VIII, L.P. <u>(3)</u>
Common Stock	02/11/2014		C	(A) <u>(4)</u> Amount 596,812	(D) Price <u>(4)</u> 3,378,208	I	by Essex Woodlands Health Ventures

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Common Stock	02/11/2014	X	369,124 <u>(5)</u>	A	<u>(5)</u>	3,747,332	I	Fund VIII, L.P. <u>(3)</u> by Essex Woodlands Health Ventures Fund VIII, L.P. <u>(3)</u>
Common Stock	02/11/2014	C	200,538 <u>(1)</u>	A	<u>(2)</u>	200,538	I	by Essex Woodlands Health Ventures Fund VIII-A, L.P. <u>(6)</u>
Common Stock	02/11/2014	C	43,029 <u>(7)</u>	A	<u>(7)</u>	243,567	I	by Essex Woodlands Health Ventures Fund VIII-A, L.P. <u>(6)</u>
Common Stock	02/11/2014	X	26,605 <u>(5)</u>	A	<u>(5)</u>	270,172	I	by Essex Woodlands Health Ventures Fund VIII-A, L.P. <u>(6)</u>
Common Stock	02/11/2014	C	87,190 <u>(1)</u>	A	<u>(2)</u>	87,190	I	by Essex Woodlands Health Ventures Fund VIII-B, L.P. <u>(8)</u>
Common Stock	02/11/2014	C	18,708 <u>(9)</u>	A	<u>(9)</u>	105,898	I	by Essex Woodlands Health Ventures Fund VIII-B, L.P. <u>(8)</u>
Common Stock	02/11/2014	X	11,560 <u>(5)</u>	A	<u>(5)</u>	117,458	I	by Essex Woodlands Health Ventures

Fund
VIII-B, L.P.
(8)

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

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(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					V	(A) (D)	Date Exercisable	Expiration Date		
				Code					Title	Amount Number Shares
Series E-3 Convertible Preferred Stock	<u>(2)</u>	02/11/2014		C		575,384	<u>(2)</u>	<u>(2)</u>	Common Stock	575,384
Series E-4 Convertible Preferred Stock	<u>(2)</u>	02/11/2014		C		1,801,888	<u>(2)</u>	<u>(2)</u>	Common Stock	1,801,888
Series E-5 Convertible Preferred Stock	<u>(2)</u>	02/11/2014		C		404,124	<u>(2)</u>	<u>(2)</u>	Common Stock	404,124
Convertible Promissory Notes	<u>(4)</u>	02/11/2014		C		596,812 <u>(4)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock	596,812 <u>(4)</u>
Warrant to Purchase Common	<u>(10)</u>	02/11/2014		X		369,124 <u>(11)</u>	<u>(10)</u>	<u>(10)</u>	Common Stock	369,124 <u>(11)</u>

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Stock

Series E-3 Convertible Preferred Stock	<u>(2)</u>	02/11/2014	C	41,485	<u>(2)</u>	<u>(2)</u>	Common Stock	41,485
Series E-4 Convertible Preferred Stock	<u>(2)</u>	02/11/2014	C	129,916	<u>(2)</u>	<u>(2)</u>	Common Stock	129,916
Series E-5 Convertible Preferred Stock	<u>(2)</u>	02/11/2014	C	29,137	<u>(2)</u>	<u>(2)</u>	Common Stock	29,137
Convertible Promissory Notes	<u>(7)</u>	02/11/2014	C	43,029 <u>(7)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	43,029
Warrant to Purchase Common Stock	<u>(10)</u>	02/11/2014	X	26,605 <u>(11)</u>	<u>(10)</u>	<u>(10)</u>	Common Stock	26,605
Series E-3 Convertible Preferred Stock	<u>(2)</u>	02/11/2014	C	18,037	<u>(2)</u>	<u>(2)</u>	Common Stock	18,037
Series E-4 Convertible	<u>(2)</u>	02/11/2014	C	56,485	<u>(2)</u>	<u>(2)</u>	Common Stock	56,485

Preferred
Stock

Series E-5
Convertible
Preferred
Stock

(2)

02/11/2014

C

12,668

(2)(2)Common
Stock

12,668

Convertible
Promissory
Notes

(9)

02/11/2014

C

18,708 (9)(9)(9)Common
Stock

18,708

Warrant to
Purchase
Common
Stock

(10)

02/11/2014

X

11,560 (11)(10)(10)Common
Stock

11,560

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESSEX WOODLANDS HEALTH VENTURES FUND VIII LP C/O ESSEX WOODLANDS HEALTH VENTURES 335 BRYANT STREET, THIRD FLOOR PALO ALTO, CA 94301		X		
ESSEX WOODLANDS HEALTH VENTURES FUND VIII-A LP C/O ESSEX WOODLANDS HEALTH VENTURES 335 BRYANT STREET, THIRD FLOOR PALO ALTO, CA 94301		X		
ESSEX WOODLANDS HEALTH VENTURES FUND VIII-B LP C/O ESSEX WOODLANDS HEALTH VENTURES 335 BRYANT STREET, THIRD FLOOR PALO ALTO, CA 94301		X		

Signatures

/s/ Gordon Ho,
Attorney-in-fact

02/11/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Issued upon conversion of Series E-3, E-4 and E-5 Preferred Stock upon closing of the Issuer's initial public offering.
- (2) Each share of the Issuer's Series E-1, Series E-2, Series E-3, Series E-4 and Series E-5 Preferred Stock automatically converted into 1 share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and has no expiration date.
- (3) The voting and dispositive decisions with respect to the shares held by Essex Woodlands Health Ventures Fund VIII, L.P. are made by its general partner, Essex Woodland Health Ventures VIII, LLC and one of Issuer's directors, Ronald W Eastman.
- Convertible Promissory Notes in the aggregate principal amount of \$8,609,375.00 were issued between October 8, 2013 and January 16, 2014 by the Issuer pursuant to a Note and Warrant Purchase Agreement dated October 8, 2013, as amended. The principal amount of
- (4) \$8,609,375.00 plus interest accrued through October 7, 2014, at the rate of 12% per annum converted 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.
- (5) Issued upon closing of the Issuer's initial public offering pursuant to automatic net exercise of warrants to purchase common stock at an exercise price of \$0.15 per share.
- (6) The voting and dispositive decisions with respect to the shares held by Essex Woodlands Health Ventures Fund VIII-A, L.P. are made by its general partner, Essex Woodland Health Ventures VIII, LLC and one of Issuer's directors, Ronald W Eastman.
- Convertible Promissory Notes in the aggregate principal amount of \$620,738.64 were issued between October 8, 2013 and January 16, 2014 by the Issuer pursuant to a Note and Warrant Purchase Agreement dated October 8, 2013, as amended. The principal amount of
- (7) \$620,738.64 plus interest accrued through October 7, 2014, at the rate of 12% per annum converted 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) The voting and dispositive decisions with respect to the shares held by Essex Woodlands Health Ventures Fund VIII-B, L.P. are made by its general partner, Essex Woodland Health Ventures VIII, LLC and one of Issuer's directors, Ronald W Eastman.
- Convertible Promissory Notes in the aggregate principal amount of \$269,886.36 were issued between October 8, 2013 and January 16, 2014 by the Issuer pursuant to a Note and Warrant Purchase Agreement dated October 8, 2013, as amended. The principal amount of
- (9) \$269,886.36 plus interest accrued through October 7, 2014, at the rate of 12% per annum converted 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.
- (10) Automatically net exercised into shares of the Issuer's Common Stock at an exercise price of \$0.15 per share.
- Includes certain warrants to purchase capital stock of the Issuer issued between October 8, 2013 and January 16, 2014 by the Issuer pursuant to a Note and Warrant Purchase Agreement dated October 8, 2013, as amended. The warrant shares were automatically net exercised into Common Stock of the Issuer upon the closing of the Issuer's initial public offering at a per share exercise price of \$0.15 per share on a post-split basis.
- (11)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.