

Theravance Biopharma, Inc.  
Form 8-K  
April 24, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**Current Report Pursuant**  
**to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event Reported): **April 22, 2015**

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**THERAVANCE BIOPHARMA, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**Cayman Islands**

(State or Other Jurisdiction of  
Incorporation)

**001-36033**

(Commission File Number)

**98-1226628**

(I.R.S. Employer Identification Number)

**PO Box 309**

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Ugland House, South Church Street

George Town, Grand Cayman, Cayman Islands KY1-1104

(650) 808-6000

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

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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 (see General Instruction A.2. below):

- 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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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 22, 2015, Susan M. Molineaux, Ph.D. was appointed by the Board to serve as a Class II member of the Board of Directors of Theravance Biopharma, Inc. ( Theravance Biopharma or the Company ). Dr. Molineaux will serve on the Science and Technology Committee of the Board. The Theravance Biopharma Board of Directors has determined that Dr. Molineaux is independent within the meaning of the independent director standards of the Securities and Exchange Commission and Nasdaq Stock Market, Inc. In connection with her appointment to the Board, Dr. Molineaux will be entitled to receive cash and equity compensation as described in Theravance Biopharma s definitive proxy statement filed with the Securities and Exchange Commission on March 17, 2015.

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

(a) The 2015 Annual General Meeting of Shareholders was held on April 22, 2015.

(b) The nominees listed below were elected Class I members of the Board of Directors with the respective votes set forth opposite their names:

|                          | Votes for  | Votes withheld |
|--------------------------|------------|----------------|
| Eran Brosny              | 28,242,577 | 34,270         |
| Henrietta H. Fore        | 23,693,782 | 4,583,065      |
| Burton G. Malkiel, Ph.D. | 23,710,864 | 4,565,983      |

The shareholders 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, 2015. The voting results are set forth below:

| For        | Against | Abstain |
|------------|---------|---------|
| 31,512,889 | 56,920  | 109,393 |

**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 BIOPHARMA, INC.**

Date: April 24, 2015

By:

/s/ Bradford J. Shafer

Bradford J. Shafer

Senior Vice President, General Counsel and Secretary