

Theravance Biopharma, Inc.  
Form SC 13G/A  
February 09, 2016  
**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**THERAVANCE BIOPHARMA, INC.**

(Name of Issuer)

**Ordinary Shares**

(Title of Class of Securities)

**G8807B106**

(CUSIP Number)

**December 31, 2015**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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|  |                           |
|--|---------------------------|
| CUSIP No.<br>G8807B106<br><b>2 of 5</b>  | <b>Page</b>               |
| 1. Names of Reporting Persons.   |                           |
| GlaxoSmithKline plc  |                           |
| 2. Check the Appropriate Box if a Member of a Group  |                           |
| (a) <input type="radio"/>  |                           |
| (b) <input type="radio"/>  |                           |
| 3. SEC Use Only  |                           |
| 4. Citizenship or Place of Organization  |                           |
| England and Wales  |                           |
| Number of Shares<br>Beneficially<br>Owned by<br>Each Reporting<br>Person With:             | 5. Sole Voting Power      |
|  | 8,343,792                 |
|  | 6. Shared Voting Power    |
|  | 0                         |
|  | 7. Sole Dispositive Power |
| 8,343,792  |                           |
| 8. Shared Dispositive Power  |                           |
| 0  |                           |
| 9. Aggregate Amount Beneficially Owned by Each Reporting Person                            |                           |
| 8,343,792  |                           |
| 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> |                           |
| 11. Percent of Class Represented by Amount in Row (9)                                      |                           |
| 22.1%*   |                           |
| 12. Type of Reporting Person   |                           |
| CO   |                           |

\* This percentage is calculated based on 37,839,185 ordinary shares of the Issuer outstanding as of October 31, 2015 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 12, 2015.



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**ITEM 1.**

(a) Name of Issuer:  
Theravance Biopharma, Inc.

(b) Address of Issuer's Principal Executive Offices:  
Ugland House, South Church Street  
George Town, Grand Cayman, Cayman Islands

**ITEM 2.**

(a) Name of Person Filing:  
GlaxoSmithKline plc

(b) Address of Principal Business Office, or if None, Residence:

980 Great West Road

Brentford

Middlesex

TW8 9GS ENGLAND

(c) Citizenship:

England and Wales

(d) Title of Class of Securities:

Ordinary Shares, par value \$0.00001 per share

(e) CUSIP Number:

G8807B106

**ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

Not Applicable

**ITEM 4. OWNERSHIP.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

The information in items 1 and 5 through 11 on the cover pages (page 2) on this Schedule 13G is hereby incorporated by reference.

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**ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

INSTRUCTION: Dissolution of a group requires a response to this item.

**ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.**

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

|                             |                  |              |
|-----------------------------|------------------|--------------|
| <b>Glaxo Group Limited*</b> | <b>8,343,792</b> | <b>22.1%</b> |
|-----------------------------|------------------|--------------|

\*Shares held of record by Glaxo Group Limited, an indirect, wholly owned subsidiary of Reporting Person.

**ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.**

If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Not Applicable

**ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.**

If a group has filed this schedule pursuant to ss.240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to ss.240.13d-1(c) or ss.240.13d-1(d), attach an exhibit stating the identity of each member of the group.

Not Applicable

**ITEM 9. NOTICE OF DISSOLUTION OF GROUP.**

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

Not Applicable

**ITEM 10. CERTIFICATIONS.**

Not Applicable

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

\_\_\_\_\_  
February 8, 2016

(Date)

\_\_\_\_\_  
/s/ Victoria A. Whyte

(Signature)

\_\_\_\_\_  
Victoria A. Whyte

Company Secretary

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.