

THERAVANCE INC  
Form 8-K  
May 24, 2012

**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): **May 22, 2012**

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**THERAVANCE, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**000-30319**  
(Commission File Number)

**94-3265960**  
(I.R.S. Employer Identification Number)

**901 Gateway Boulevard**  
**South San Francisco, California 94080**

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(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:

- 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 1.01 Entry into a Material Definitive Agreement.**

On May 22, 2012, Theravance, Inc. (the Company ) signed a Technology Transfer and Supply Agreement (the Agreement ) with Hospira Worldwide, Inc. ( Hospira ). The Agreement provides for the Company to transfer certain manufacturing technology to Hospira related to its VIBATIV® (telavancin for injection) drug product ( VIBATIV® ), and make technology transfer payments to Hospira as Hospira undertakes and completes technology transfer and validation activities. Once regulatory approval for Hospira to manufacture VIBATIV® has been obtained, Hospira will manufacture and sell VIBATIV® to the Company pursuant to the Agreement. The Agreement has a five-year term, subject to earlier termination following bankruptcy, uncured breaches or inability to perform. Theravance has agreed, subject to certain conditions and exceptions, to purchase from Hospira more than a majority of its VIBATIV® 750 mg dosage form requirements during the term.

**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, INC.**

Dated: May 24, 2012

By:

/s/ Bradford J. Shafer

**Bradford J. Shafer**

**Senior Vice President and General Counsel**