

Revance Therapeutics, Inc.  
 Form 4  
 February 11, 2014

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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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 \*  
**GARDNER PHYLLIS**

(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  10% Owner  
 Officer (give title below)  Other (specify below)

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 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) |   |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |   |   |
| Common Stock                    | 02/11/2014                           |  | C                              |   | 402,934<br>(1)  | A  | (2) 402,934   | I | by Essex Woodlands Health Ventures Fund V, L.P. (3) |
| Common Stock                    | 02/11/2014                           |  | C                              |   | 41,312<br>(4)   | A  | (4) 444,246   | I | by Essex Woodlands Health Ventures                  |

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|              |            |   |                      |   |            |         |   |   |
|--------------|------------|---|----------------------|---|------------|---------|---|---|
| Common Stock | 02/11/2014 | X | 12,839<br><u>(5)</u> | A | <u>(5)</u> | 457,085 | I | Fund V,<br>L.P. <u>(3)</u><br><br>by Essex<br>Woodlands<br>Health<br>Ventures<br>Fund V,<br>L.P. <u>(3)</u> |
|--------------|------------|---|----------------------|---|------------|---------|---|---|

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

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SEC 1474  
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount of Number of Shares                              |
| Series E-1 Convertible Preferred Stock     | <u>(2)</u>   | 02/11/2014                           |  | C                              | 124,558   | <u>(2)</u> <u>(2)</u>                                    | Common Stock 124,558  |
| Series E-2 Convertible Preferred Stock     | <u>(2)</u>   | 02/11/2014                           |  | C                              | 115,337   | <u>(2)</u> <u>(2)</u>                                    | Common Stock 115,337  |
| Series E-3 Convertible Preferred Stock     | <u>(2)</u>   | 02/11/2014                           |  | C                              | 115,787   | <u>(2)</u> <u>(2)</u>                                    | Common Stock 115,787  |
| Series E-4 Convertible Preferred           | <u>(2)</u>   | 02/11/2014                           |  | C                              | 47,252  | <u>(2)</u> <u>(2)</u>                                    | Common Stock 47,252   |

Stock

|                                  |     |            |   |               |     |     |              |               |
|----------------------------------|-----|------------|---|---------------|-----|-----|--------------|---------------|
| Convertible Promissory Notes     | (4) | 02/11/2014 | C | 41,312<br>(4) | (4) | (4) | Common Stock | 41,312<br>(4) |
| Warrant to Purchase Common Stock | (6) | 02/11/2014 | X | 12,839<br>(7) | (6) | (6) | Common Stock | 12,839<br>(7) |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| GARDNER PHYLLIS<br>C/O ESSEX WOODLANDS HEALTH VENTURES<br>335 BRYANT STREET, THIRD FLOOR<br>PALO ALTO, CA 94301 | X             |           |         |       |

## Signatures

/s/ Gordon Ho, 02/11/2014  
Attorney-in-fact

\*\*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-1, E-2, E-3 and E-4 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.  
These shares are held by Essex Woodlands Health Ventures Fund V, L.P. ("Essex Fund V"). Essex Woodlands Health Ventures V, LLC, the general partner of Essex Fund V, may be deemed to have sole power to vote and sole power to dispose of shares directly owned by Essex Fund V. Phyllis Gardner is a partner at Essex Woodlands Health Ventures V, LLC and may be deemed to have shared voting power and shared power to dispose of the shares held by Essex Fund V.
- (3) Convertible Promissory Note in the aggregate principal amount of \$600,000.00 was issued December 6, 2013 by the Issuer pursuant to a Note and Warrant Purchase Agreement dated October 8, 2013, as amended. The principal amount of \$600,000.00 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.
- (4) 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.
- (5)

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(6) Automatically net exercised into shares of the Issuer's Common Stock at an exercise price of \$0.15 per share.

Includes certain warrant to purchase capital stock of the Issuer issued on December 6, 2013 by the Issuer pursuant to a Note and Warrant

(7) 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.

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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