

Edgar Filing: THERAVANCE INC - Form SC 13G/A

THERAVANCE INC
Form SC 13G/A
February 13, 2015

SCHEDULE 13G

Amendment No. 14

THERAVANCE INC
COMMON STOCK

Cusip #88338T104

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)

Cusip #88338T104

Item 1: Reporting Person - FMR LLC

Item 2: (a)

(b)

Item 4: Delaware

Item 5: 57,500

Item 6: 0

Item 7: 17,087,423

Item 8: 0

Item 9: 17,087,423

Item 11: 14.811%

Item 12: HC

Cusip #88338T104

Item 1: Reporting Person - Edward C. Johnson 3d

Item 2: (a)

(b)

Item 4: United States of America

Item 5: 0

Item 6: 0

Item 7: 17,087,423

Item 8: 0

Item 9: 17,087,423

Item 11: 14.811%

Item 12: IN

Cusip #88338T104

Item 1: Reporting Person - Abigail P. Johnson

Item 2: (a)

(b)

Item 4: United States of America

Item 5: 0

Item 6: 0

Item 7: 17,087,423

Item 8: 0

Item 9: 17,087,423

Item 11: 14.811%

Item 12: IN

Item 1(a). Name of Issuer:

THERAVANCE INC

Item 1(b). Address of Issuer's Principal Executive Offices:

901 Gateway Blvd
South San Francisco, California 94080
USA

Item 2(a). Name of Person Filing:

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FMR LLC

Item 2(b). Address or Principal Business Office or, if None,
Residence:
245 Summer Street, Boston, Massachusetts 02210

Item 2(c). Citizenship:
Not applicable

Item 2(d). Title of Class of Securities:
COMMON STOCK

Item 2(e). CUSIP Number:
88338T104

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c) and the person filing, FMR LLC, is a parent holding company in accordance with Section 240.13d-1(b)(1)(ii)(G). (Note: See Exhibit A).

Item 4. Ownership

(a) Amount Beneficially Owned: 17,087,423
(b) Percent of Class: 14.811%
(c) Number of shares as to which such person has:
(i) sole power to vote or to direct the vote:
57,500
(ii) shared power to vote or to direct the vote: 0
(iii) sole power to dispose or to direct the
disposition of: 17,087,423
(iv) shared power to dispose or to direct the
disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.
Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.
Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.
See attached Exhibit A.

Item 8. Identification and Classification of Members of the Group.
Not applicable.

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- Item 9. Notice of Dissolution of Group.
Not applicable.
- Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 13, 2015
Date

/s/ Scott C. Goebel
Signature

Scott C. Goebel
Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of FMR LLC and its direct and indirect subsidiaries*

* This power of attorney is incorporated herein by reference to Exhibit B to the Schedule 13G filed by FMR LLC on June 10, 2014, accession number: 0000315066-14-003512.

Exhibit A

Pursuant to the instructions in Item 7 of Schedule 13G, the following table lists the identity and Item 3 classification, if applicable, of each relevant entity that beneficially owns shares of the security class being reported on this Schedule 13G.

Entity	ITEM 3 Classification
FMR CO., INC	* IA
PYRAMIS GLOBAL ADVISORS TRUST COMPANY	BK

* Entity beneficially owns 5% or greater of the outstanding shares of the security class being reported on this Schedule 13G.

Edward C. Johnson 3d is a Director and the Chairman of FMR LLC and Abigail P. Johnson is a Director, the Vice Chairman, the Chief Executive Officer and the President of FMR LLC.

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Members of the family of Edward C. Johnson 3d, including Abigail P. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.

Neither FMR LLC nor Edward C. Johnson 3d nor Abigail P. Johnson has the sole power to vote or direct the voting of the shares owned directly by the various investment companies registered under the Investment Company Act ("Fidelity Funds") advised by Fidelity Management & Research Company ("FMR Co"), a wholly owned subsidiary of FMR LLC, which power resides with the Fidelity Funds' Boards of Trustees. Fidelity Management & Research Company carries out the voting of the shares under written guidelines established by the Fidelity Funds' Boards of Trustees.

This filing reflects the securities beneficially owned, or that may be deemed to be beneficially owned, by FMR LLC, certain of its subsidiaries and affiliates, and other companies (collectively, the "FMR Reporters"). This filing does not reflect securities, if any, beneficially owned by certain other companies whose beneficial ownership of securities is disaggregated from that of the FMR Reporters in accordance with Securities and Exchange Commission Release No. 34-39538 (January 12, 1998).

RULE 13d-1(k) (1) AGREEMENT

The undersigned persons, on February 13, 2015, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the COMMON STOCK of THERAVANCE INC at December 31, 2014.

FMR LLC

By /s/ Scott C. Goebel
Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of FMR LLC and its direct and indirect subsidiaries*

Edward C. Johnson 3d

By /s/ Scott C. Goebel
Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of Edward C. Johnson 3d*

Abigail P. Johnson

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By /s/ Scott C. Goebel
Scott C. Goebel
Duly authorized under Power of Attorney effective as of April 24, 2014,
by and on behalf of Abigail P. Johnson*

* This power of attorney is incorporated herein by reference to Exhibit B to the Schedule 13G filed by FMR LLC on June 10, 2014, accession number: 0000315066-14-003512.

1. Entry into a Material Definitive Agreement.

On August 29, 2008, Madison Gas and Electric Company (MGE) entered into an agreement dated August 29, 2008, with JPMorgan Chase Bank, N.A., as lender, providing MGE with a \$20 million committed credit facility. See Item 2.03 for additional information.

In addition, on August 29, 2008, MGE Energy, Inc. (MGE Energy), entered into a Credit Agreement dated as of August 29, 2008, among the lenders named therein and JPMorgan Chase Bank, N.A., as Administrative Agent, providing MGE Energy with a \$20 million revolving credit facility. See Item 2.03 for additional information.

This combined Form 8-K is being furnished separately by MGE Energy and MGE. Information contained herein relating to any individual registrant has been furnished by such registrant on its own behalf. Neither registrant makes any representation as to information relating to the other registrant.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On August 29, 2008, MGE entered into an agreement dated August 29, 2008, with JPMorgan Chase Bank, N.A., as lender, providing MGE with a \$20 million committed credit facility. The committed credit facility expires on March 31, 2009. This facility carries an interest rate based on either prime or an Eurodollar Rate (as defined in the agreement) for each applicable interest period plus, in the case of the Eurodollar Rate, 0.40%. Interest is payable on the last day of each calendar quarter, if based upon prime, and on the last day of each interest period if less than three months or the three-month anniversary of the first day of the interest period, if based upon the Eurodollar Rate. The facility is expected to be used as a backup facility to MGE's commercial paper program. No borrowings are outstanding under this facility at this time. Borrowings may be made and repaid at any time during the term of the facility and must be repaid upon the earlier of the scheduled expiration date of the facility or the occurrence of an event of default. Events of default include failures to pay scheduled principal or interest, cross-defaults to specified other indebtedness, failure to pay specified judgments, certain bankruptcy-related events, and certain change in control events, subject to any applicable cure periods. Change in control events are defined as (i) a failure by MGE Energy to hold 100% of the outstanding voting equity interests in MGE or (ii) the acquisition of beneficial ownership of 30% or more of the outstanding voting stock of MGE Energy by one person or two or more persons acting in concert. The

agreement requires MGE to maintain a ratio of its consolidated indebtedness to consolidated total capitalization not to exceed a maximum of 65%. Both consolidated indebtedness and consolidated total capitalization are determined in accordance with generally accepted accounting principles, except that amounts included within MGE's indebtedness and capitalization from variable interest entities as a result of the application of FASB Interpretation No. 46, Consolidation of Variable Interest Entities and an Interpretation of ARB No. 51, as modified (FIN 46), are excluded.

On August 29, 2008, MGE Energy entered into a Credit Agreement dated as of August 29, 2008, among the lenders named therein and JPMorgan Chase Bank, N.A., as Administrative Agent, providing MGE Energy with a \$20 million revolving credit facility. The revolving credit facility expires on August 28, 2009. This facility carries an interest rate based on prime or an Eurodollar Rate (as defined in the Credit Agreement) plus, in the case of the Eurodollar Rate, an adder, not to exceed 1.0% per annum, based on the credit rating of MGE's senior unsecured debt. Interest is payable monthly, if based upon prime, and on the last day of each interest period if less than three months or the three-month anniversary of the first day of the interest period, if based upon the Eurodollar Rate. No borrowings are outstanding under this facility at this time. Borrowings may be made and repaid at any time during the term of the facility and must be repaid upon the earlier of the scheduled expiration of the facility or the occurrence of an event of default. Events of default include failures to pay scheduled principal or interest, cross-defaults to specified other indebtedness, failure to pay specified judgments, certain bankruptcy-related events, and certain change in control events, subject to any applicable cure periods. Change in control events are defined as (i) a failure by MGE Energy to hold 100% of the outstanding voting equity interests in MGE or (ii) the acquisition of beneficial ownership of 30% or more of the outstanding voting stock of MGE Energy by one person or two or more persons acting in concert. The agreement requires MGE Energy to maintain a ratio of its consolidated indebtedness to consolidated total capitalization not to exceed a maximum of 65%. Both consolidated indebtedness and consolidated total capitalization are determined in accordance with generally accepted accounting principles.

Item 9.01. Financial Statements and Exhibits.

(d)

Exhibit(s):

8-K

Exhibit No.	Description
10.1	Agreement dated August 29, 2008, between Madison Gas and Electric Company, as Borrower, and JPMorgan Chase Bank, N.A., as Lender.
10.2	Credit Agreement dated as of August 29, 2008, among MGE Energy, Inc., as Borrower, the lenders named therein, and JPMorgan Chase Bank, N.A., as Administrative Agent.

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.

MGE Energy, Inc.

Madison Gas and Electric Company

(Registrant)

/s/ Jeffrey C. Newman

Jeffrey C. Newman

Vice President and Treasurer

Date: September 5, 2008

MGE Energy, Inc.

Madison Gas and Electric Company

Exhibit Index to Form 8-K

Dated August 29, 2008

10.1 Agreement dated August 29, 2008, between Madison Gas and Electric Company, as Borrower, and JPMorgan Chase Bank, N.A., as Lender.

10.2 Credit Agreement dated as of August 29, 2008, among MGE Energy, Inc., as Borrower, the lenders named therein, and JPMorgan Chase Bank, N.A., as Administrative Agent.