

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Winningham Rick E</u> <hr/> (Last) (First) (Middle) C/O THERAVANCE BIOPHARMA US, INC. 901 GATEWAY BOULEVARD <hr/> (Street) SOUTH SAN FRANCISCO CA 94080 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Theravance Biopharma, Inc. [ TBPH ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHIEF EXECUTIVE OFFICER</u>		
3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2024</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.								

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	03/15/2024		A <sup>(1)</sup>		2,704	A	\$8.64	1,561,473	D	
Ordinary Shares	03/15/2024		G <sup>(2)</sup>		7,000	D	\$0	1,554,473	D	
Ordinary Shares	03/15/2024		G <sup>(3)</sup>		3,900	D	\$0	1,550,573	D	
Ordinary Shares	03/15/2024		G <sup>(3)</sup>		3,900	A	\$0	3,900	I	As Custodian <sup>(4)</sup>
Ordinary Shares								92,567	I	By Trust

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Reflects an acquisition from the Issuer pursuant to a restricted share purchase agreement under the Issuer's Amended and Restated 2013 Equity Incentive Plan at a per-share price equal to the closing per-share price of the Issuer's ordinary shares on the Nasdaq Global Market on March 15, 2024. Transaction was with the Issuer and did not involve an open market transaction.
- Bona Fide Gift. No compensation was given to the donor for the gifting of shares.
- Reflects the gift of shares by the Reporting Person to a custodial account established pursuant to the Uniform Transfer to Minors Act ("UTMA"), for which the Reporting Person serves as a custodian.
- The shares are held for grandchildren of the Reporting Person through a UTMA account, for which the Reporting Person serves as custodian. The Reporting Person disclaims beneficial ownership of these shares, and this report should not be deemed an admission that the Reporting Person is the beneficial owner of his grandchildren's shares for purposes of Section 16 or for any other purpose.

/s/ Rick E. Winningham 03/19/2024

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**