
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

**Current Report Pursuant
to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event Reported): **December 12, 2014**

THERAVANCE BIOPHARMA, INC.

(Exact Name of Registrant as Specified in its Charter)

Cayman Islands
(State or Other Jurisdiction of
Incorporation)

001-36033
(Commission File Number)

Not Applicable
(I.R.S. Employer Identification
Number)

PO Box 309
Ugland House, South Church Street
George Town, Grand Cayman, Cayman Islands KY1-1104
(650) 808-6000

(Addresses, including zip code, and telephone numbers, including area code, of principal executive offices)

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 (see General Instruction A.2. below):

- 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 7.01 Regulation FD Disclosure.

The information in this Current Report (including Exhibit 99.1) is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Securities Exchange Act of 1934”), or otherwise subject to the liabilities of that Section. The information in this Current Report (including Exhibit 99.1) shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Theravance Biopharma, Inc. held an Investor and Analyst Day in New York, NY on Friday, December 12, 2014 from 9:00 to 11:30 EST at which members of management presented updates regarding the post-split business outlook, commercial strategy for VIBATIV® and key development programs. A copy of the slide presentation is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
Exhibit 99.1	Theravance Biopharma’s Investor Slide Presentation at Investor and Analyst Day on December 12, 2014

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THERAVANCE BIOPHARMA, INC.

Date: December 12, 2014

By: /s/ Renee D. Gala
Renee D. Gala
Senior Vice President and Chief Financial Officer



**Introduction to Theravance Biopharma:
*Strategic Vision and Differentiation***

Rick E Winningham
Chairman and Chief Executive Officer

Today's Agenda

Introduction to Theravance Biopharma: Strategic Vision and Differentiation	Rick E Winningham <i>Chairman and Chief Executive Officer</i>	9:00-9:20 a.m.
VIBATIV® Business Strategy	Frank Pasqualone <i>SVP, Operations</i>	9:20-9:35 a.m.
Telavancin: A Clinician's Perspective	Louis D. Saravolatz, MD, MACP <i>St. John Hospital, Detroit, MI Infectious Disease Specialist</i>	9:35-9:50 a.m.
Q&A Session #1		9:50-10:00 a.m.
Break		10:00-10:10 a.m.
TD-4208: Nebulized LAMA for COPD Axelopran: Oral PuMA for OIC	Brett Haumann, MD, MBA <i>SVP, Clinical Development and Operations</i>	10:10-10:40 a.m.
R&D: Evolution of Insight and Approach	Mathai Mammen, MD, PhD <i>SVP, Research & Development</i>	10:40-10:55 a.m.
Financial Highlights and Outlook	Renee Gala <i>SVP and Chief Financial Officer</i>	10:55-11:00 a.m.
Closing Remarks	Rick Winningham <i>Chairman and Chief Executive Officer</i>	11:00-11:05 a.m.
Q&A Session #2		11:05-11:15 a.m.

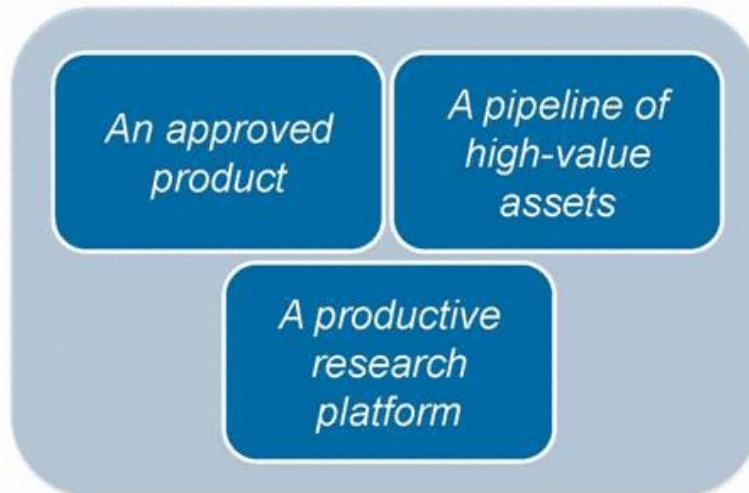
Safe Harbor Statement

This presentation contains certain "forward-looking" statements as that term is defined in the Private Securities Litigation Reform Act of 1995 regarding, among other things, statements relating to goals, plans, objectives and future events. Theravance Biopharma intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. The words "anticipate", "expect", "goal," "intend", "objective," "opportunity," "plan", "potential", "target" and similar expressions are intended to identify such forward-looking statements. Examples of such statements include statements relating to: the strategies, plans and objectives of Theravance Biopharma, the status and timing of clinical studies, data analysis and communication of results, the potential benefits and mechanisms of action of product candidates, the enabling capabilities of Theravance Biopharma's approach to drug discovery and Theravance Biopharma's proprietary insights, expectations for product candidates through development and commercialization (including their potential as components of combination therapies), and the timing of seeking regulatory approval of product candidates. These statements are based on the current estimates and assumptions of the management of Theravance Biopharma as of the date of this presentation and are subject to risks, uncertainties, changes in circumstances, assumptions and other factors that may cause the actual results of Theravance Biopharma to be materially different from those reflected in the forward-looking statements. Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements include, among others, risks related to: the disruption of operations during the transition period following the spin-off of Theravance Biopharma from Theravance, Inc., including the diversion of management's and employees' attention from the business, adverse impacts upon the progress of discovery and development efforts, disruption of relationships with collaborators and increased employee turnover, delays or difficulties in commencing or completing clinical studies, the potential that results from clinical or non-clinical studies indicate product candidates are unsafe or ineffective (including when our product candidates are studied in combination with other compounds), dependence on third parties to conduct clinical studies, delays or failure to achieve and maintain regulatory approvals for product candidates, risks of collaborating with third parties to discover, develop and commercialize products and risks associated with establishing distribution capabilities for telavancin with appropriate technical expertise and supporting infrastructure. Other risks affecting Theravance Biopharma are described under the heading "Risk Factors" contained in Theravance Biopharma's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (SEC) on November 12, 2014. In addition to the risks described above and in Theravance Biopharma's other filings with the SEC, other unknown or unpredictable factors also could affect Theravance Biopharma's results. No forward-looking statements can be guaranteed and actual results may differ materially from such statements. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Theravance Biopharma assumes no obligation to update its forward-looking statements on account of new information, future events or otherwise, except as required by law.

Theravance Biopharma **Today**

(NASDAQ: TBPH)

Theravance Biopharma was created to drive value from a unique and diverse set of assets



Strategic Anchors for Our Business

Guiding Principles for How We Operate

➤ Focus on **Insight** and **Innovation**

➤ **Outsource** Non-core Activities

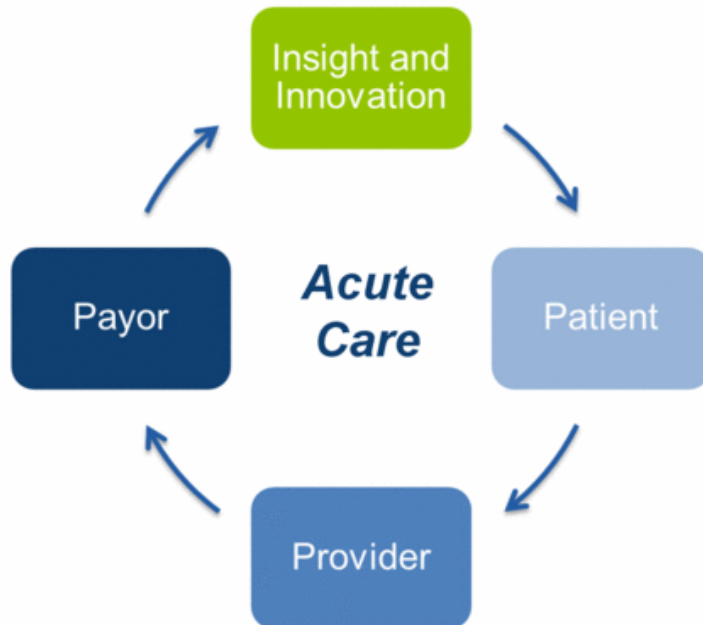
➤ Create and Foster an **Integrated Environment**

➤ Aggressively **Manage Uncertainty**



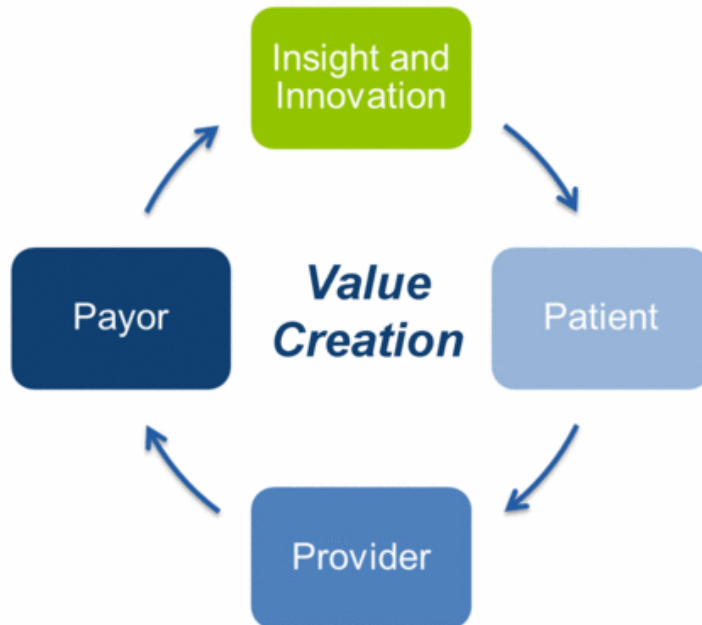
The Theravance Biopharma **Strategy**

Leverage Our Insights to Make a Difference for Patients and Create Meaningful Value for Shareholders



The Theravance Biopharma **Strategy**

Leverage Our Insights to Make a Difference for Patients and Create Meaningful Value for Shareholders



Commercializing **Our Products**

Translating Insight and Innovation into Value Creation



Enhanced Opportunities for Value Creation

Focus on Infectious Disease, Lung and GI

	Late-stage	Mid-stage
Infectious Disease / Other	VIBATIV: cSSSI HABP/VABP (Bacteremia)	TD-6450 (HCV) TD-1792, TD-1607 (MRSA) TD-9855 (Fatigue)
Lung	TD-4208 (COPD) Closed Triple (COPD)	MABA (COPD) MABA-ICS (COPD, Asthma)
GI Tract	Axelopran (OIC) Axelopran/Opioid FDC	Velusetrag (GP) TD-8954 (ICU IV prokinetic)

9 Notes: Late-stage includes approved products, assets in Phase 3 development, and Phase 3-ready; Mid-stage includes assets between Phase 1 and Phase 2b.

Enhanced Opportunities for Value Creation

Strategic Partnerships / Partner Funded Programs

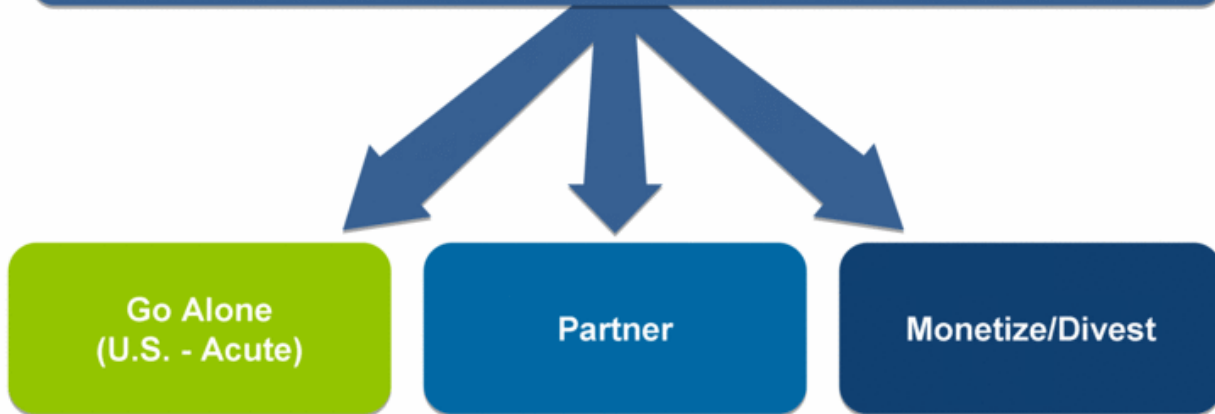
	Late-stage	Mid-stage
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10 Notes: Late-stage includes approved products, assets in Phase 3 development, and Phase 3-ready; Mid-stage includes assets between Phase 1 and Phase 2b.

Manage Our Portfolio

Pipeline Provides Strategic Options

Determine the appropriate path for each program to optimize program value and allocation of resources



Commercializing **Our Products**

Focus on **VIBATIV®**

Therapeutic Focus:

- Serious MRSA infections (approved for cSSSI and HABP/VABP, Phase 3 for bacteremia)

Product Attributes:

- Treatment for Gram-positive serious infection across multiple body sites
- Dual mechanism of action

Partnering Strategy:

- Regional partners contribute cash plus insight to drive commercial success

Go To Market Approach:

- Build commercial infrastructure with acute care focus and highly experienced institutional reps
- Significant medical information component

Go Alone
(U.S. - Acute)

Partner

Monetize/Divest

Leveraging **Our Commercial Infrastructure** Patients Who Cycle Through **Acute Care Settings**

➤ Developing products initiated or used in and around acute care centers leverages existing commercial infrastructure

Acute Care Center Opportunities

MRSA
VIBATIV
TD-1792
TD-1607

COPD
TD-4208
Gastroparesis
Velusetrag

Pain
Axelopran
Axelopran/
Opioid FDC

ICU Nutrition
TD-8954
Heart Failure
ARNI

➤ Strategic commercial partnerships to expand reach will be key in certain specialty markets and outside the U.S.

Commercializing **Our Products**

Focus on **TD-4208**

- | | |
|-------------------------------|--|
| Therapeutic Focus: | ➤ Respiratory: COPD and other diseases of lung |
| Product Attributes: | ➤ Potential first-in-class nebulized, once-daily bronchodilator designed to selectively target the lung without significant exposure
➤ Compatible with requirements for DPI/MDI presentation requirements |
| Partnering Strategy: | ➤ Partner for commercialization in certain segments
➤ Partner for DPI/MDI and/or combination therapies |
| Go To Market Approach: | ➤ Rely on our U.S. commercial infrastructure for nebulized therapy initiated and/or prescribed in acute care setting
➤ Leverage partner in other market segments |

Go Alone
(U.S. - Acute)

Partner

Monetize/Divest

Commercializing **Our Products**

Focus on **Axelopran** and **Opioid/Axelopran Fixed Dose Combo**

Therapeutic Focus:

- GI: Opioid-induced constipation (OIC)
- Pain: Fixed-Dose Combo (FDC) with opioid

Product Attributes:

- Potential best-in-class, orally-administered and peripherally selective opioid receptor antagonist for treatment of OIC, designed for high target selectivity and no impact on opioid analgesia
- May be co-formulated with opioid

Partnering Strategy:

- Leverage partner for funding / commercialization

Go To Market Approach:

- Rely on our infrastructure for OIC or FDC therapy initiated and/or prescribed in acute care setting
- Leverage partner in other market segments

Go Alone
(U.S. - Acute)

Partner

Monetize/Divest

Commercializing **Our Products**

Focus on **Velusetrag**

- | | |
|-------------------------------|--|
| Therapeutic Focus: | ➤ GI: Gastroparesis |
| Product Attributes: | ➤ Oral, once-daily highly selective 5-HT4 agonist
➤ Accelerated gastric emptying in Phase 2a study |
| Partnering Strategy: | ➤ Partnered with Alfa Wassermann (AW) for EU, Russia, China and Mexico
➤ Rights retained in U.S., Canada and Japan
➤ AW to fund ~90% of Phase 2b gastroparesis study initiating late 2014/early 2015 |
| Go To Market Approach: | ➤ Hospital-focused commercial team well positioned to influence at critical juncture
➤ Leverage partner for commercialization outside U.S. |

Go Alone
(U.S. - Acute)

Partner

Monetize/Divest

Leveraging **Monetization/Divestment**

Focus on **Closed Triple**

Therapeutic Focus:

- Respiratory: COPD and potentially asthma

Product Attributes:

- Potential first-in-class once-daily closed triple therapy in LABA/LAMA/ICS
- Triple therapy targeted towards patients with more symptoms and higher exacerbation risk

Partnering Strategy:

- TBPH retains economic interest
- Development and commercialization funded 100% by GSK

Go To Market Approach:

- Full reliance on GSK for development and commercialization
- Jointly managed by GSK and Theravance, Inc. (Royalty Management Co.)

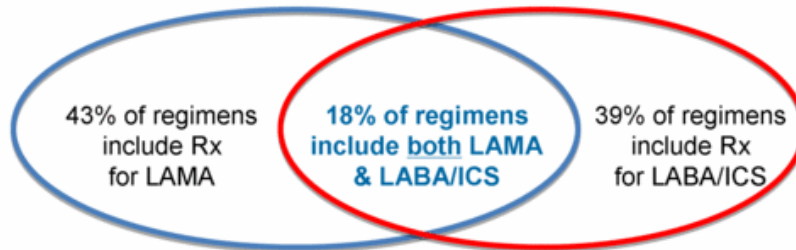
Go Alone
(U.S. - Acute)

Partner

Monetize/Divest

GSK/Theravance Closed Triple Addresses a **Significant, Growing** and **High Value Patient Segment**

- 18% of prescribed COPD regimens include co-Rx for LAMA+LABA/ICS¹



- Patients on triple therapy **constitute highest value/greatest need segment**
 - These patients represent >40% of total LAMA and ICS/LABA COPD sales (**estimated \$2.1B out of \$4.6 total annual US sales** of LAMA and LABA/ICS products for COPD)^{1,2}
 - Triple patients have more symptoms + higher exacerbation risk. Greater disease burden for patient and healthcare system = greater value for treatment success
- GSK/Theravance have the **only QD closed triple in late stage** development
 - Phase 3 ongoing in 12K patients; Two positive Phase 3 studies completed in “open” triple therapy

The Theravance Biopharma **Difference**

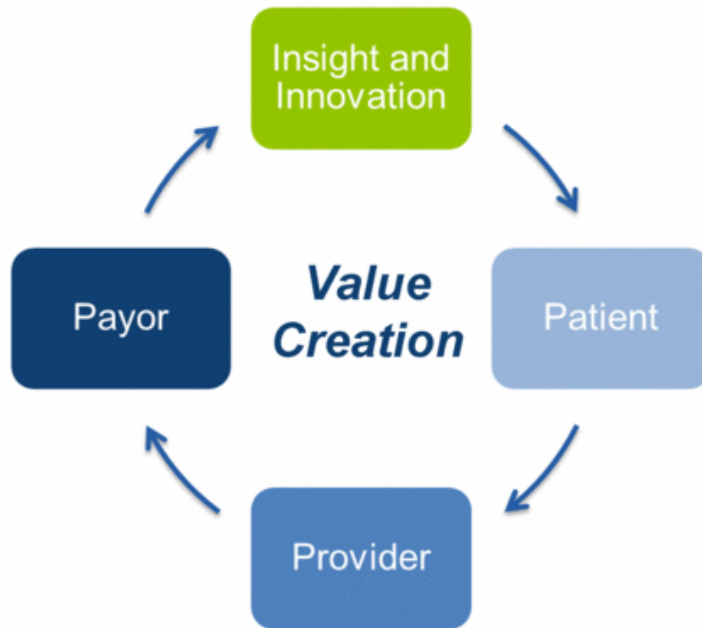
- Focused acute care, commercial strategy on internally discovered product **VIBATIV**
 - **Pipeline** of internally discovered product candidates
 - Productive research organization to drive innovation value
- Team **track record** of approvals: 5 indications in 3 drugs in 13 years
- Economic interest in certain GSK programs[†], including “**Closed Triple**”
- Efficient corporate structure, with tax domicile outside the U.S.
- Strong balance sheet with **\$350M cash**[‡] (as of 9/30/2014)
 - Invest \$150-160M in the business in 2015

[†] TBPH holds economic interest in future payments that may be made by GlaxoSmithKline plc (GSK) relating to certain programs, including “Closed Triple” (FF/UMEC/V) (Fluticasone Furoate/Umeclidinium/Vilanterol), MABA/FF (‘081), MABA monotherapy and other future products that may be combined with VI or MABA ‘081.

[‡] Includes cash, cash equivalents and marketable securities.

The Theravance Biopharma **Strategy**

Leverage Our Insights to Make a Difference for Patients and Create Meaningful Value for Shareholders





VIBATIV[®]
Business Strategy

Frank Pasqualone
Senior Vice President of Operations

What is **VIBATIV**[®] (telavancin)?

The first FDA approved lipoglycopeptide exhibiting concentration-dependent bactericidal activity via a dual mechanism of action that inhibits cell wall synthesis and disrupts membrane barrier function

Active against **Gram-positive bacteria**, including methicillin-resistant *Staphylococcus aureus* (MRSA)

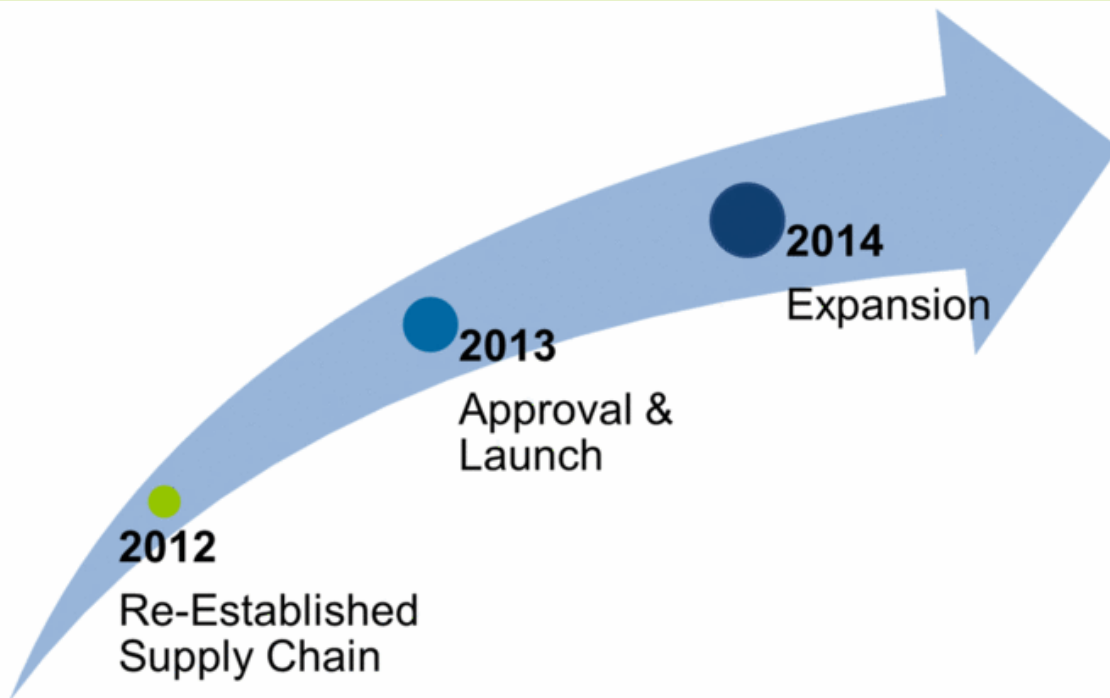
Intravenously administered;
once-daily dosing

Approved in the U.S. for treatment of the following infections in **adult patients** caused by designated susceptible bacteria:

- Complicated skin and skin structure infections (cSSSI)
- Hospital-acquired and ventilator-associated bacterial pneumonia (HABP/VABP) caused by susceptible isolates of *Staphylococcus aureus* when alternative treatments are not suitable

Transforming **VIBATIV**

Efficient Transition to Acute Care



VIBATIV

Potential for Broadest Set of Indications¹

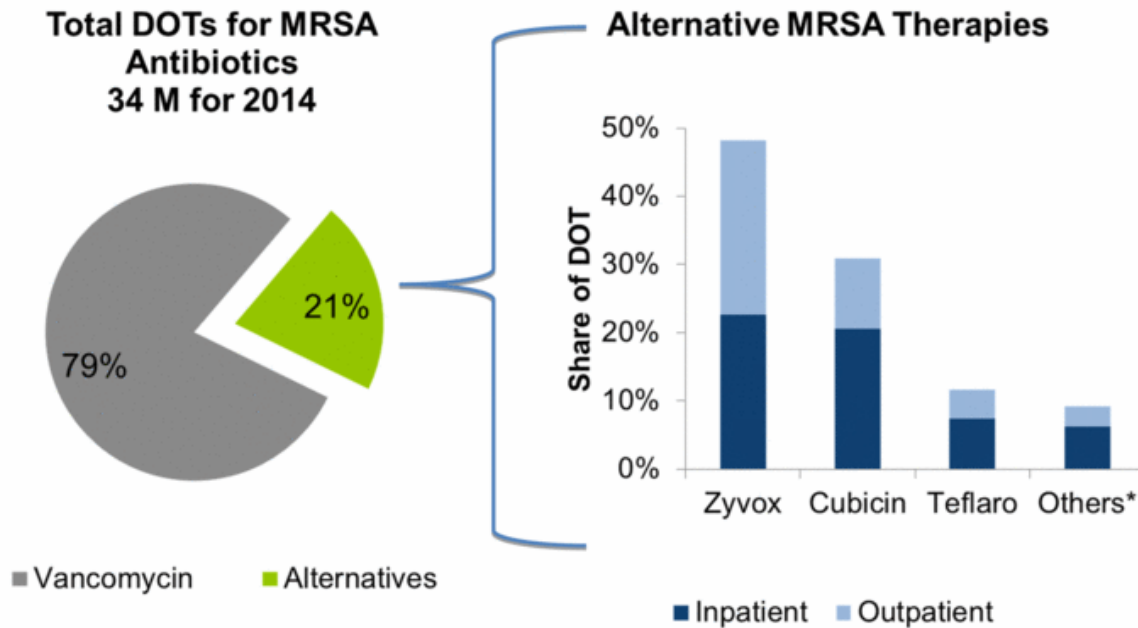
Compound	SSSI*	Indications HABP/VABP	Bacteremia
telavancin	✓	✓	Registrational Study
ceftaroline	✓		
dalbavancin	✓		
daptomycin	✓		✓
linezolid	✓	✓	
oritavancin	✓		
tedizolid	✓		

Theravance Biopharma Difference: Strategy

Science Delivering Value

Astellas		Theravance Biopharma
1 st line use in the competitive cSSSI population	Position	VIBATIV is the preferred anti-MRSA treatment for patients not likely to respond to current <i>S. aureus</i> therapy in approved indications
None	Development	SA Bacteremia, Registry, Pediatric
Limited to cSSSI strategy	Promotion	Targeted geographic, channel and prescriber strategy for both cSSSI and HABP/VABP
Discounted	Price	Value-Based Price

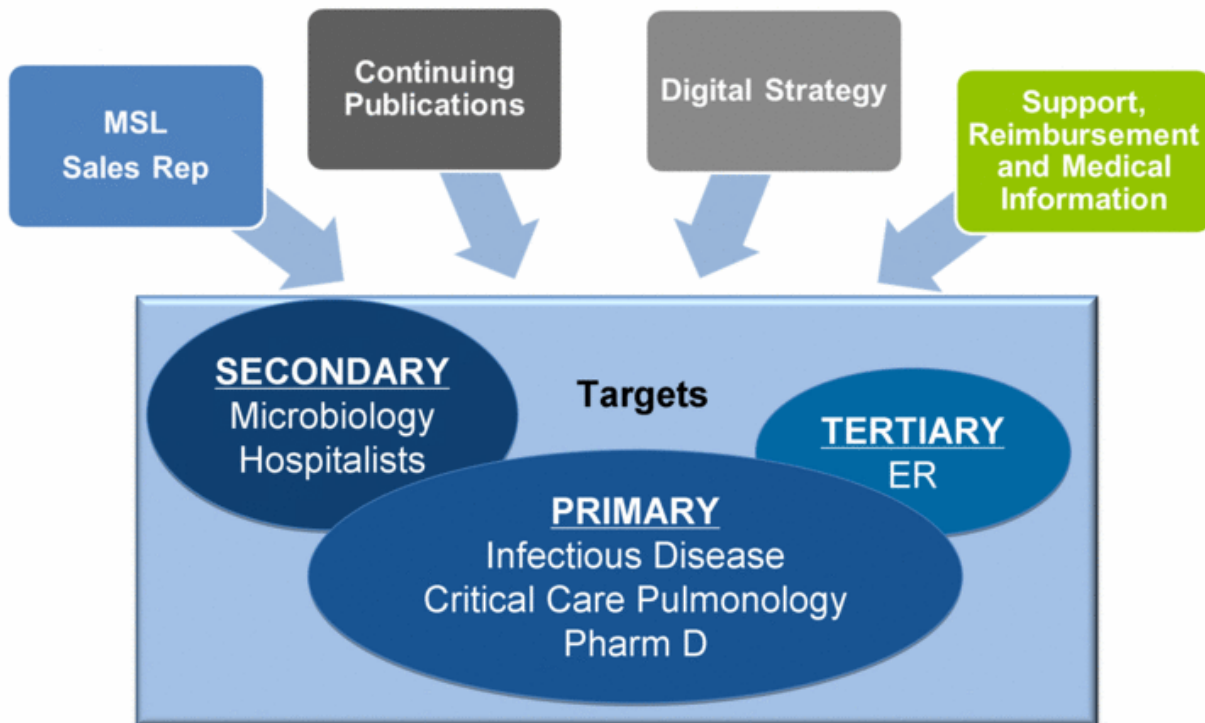
Current U.S. Market Opportunities Exist for **VIBATIV** Among Alternative MRSA Therapies



26 Source: TBPH estimates based on integrating data from multiple sources
*Others includes Tygacil and Synercid

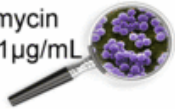
VIBATIV Approach

Deliberate and Targeted



The Approach Targets Appropriate Patient Populations

HABP/VABP in institutions with vancomycin MICs $\geq 1 \mu\text{g/mL}$



HABP/VABP patients with comorbidities

Immunocompromised patients



When a bactericidal agent with good tissue penetration is needed



Patients with persistent or recurrent infection



Requiring >7 days of therapy



OPAT* – given convenience of QD dosing



Taking SSRI's

Market Research

Supports the Deliberate and Targeted Approach

Former users welcome **VIBATIV** back into the market - good **past performance**; and physicians understand why it left the market

Key differentiating **benefits** of **VIBATIV** are said to be its activity when vancomycin MICs rise, once daily dosing convenience, and bactericidal action

Key Messages


Physicians using **VIBATIV** for patients with **an inadequate response** (or contraindication) to vancomycin

Data for **bacteremia** or osteomyelitis would be welcome since there is an unmet need in those indications

VIBATIV® (telavancin) Test Market Initiative: Wave 2, Qualitative Research with Test Market Physicians, Naxion Research: Final Report, September 30, 2014

The Future

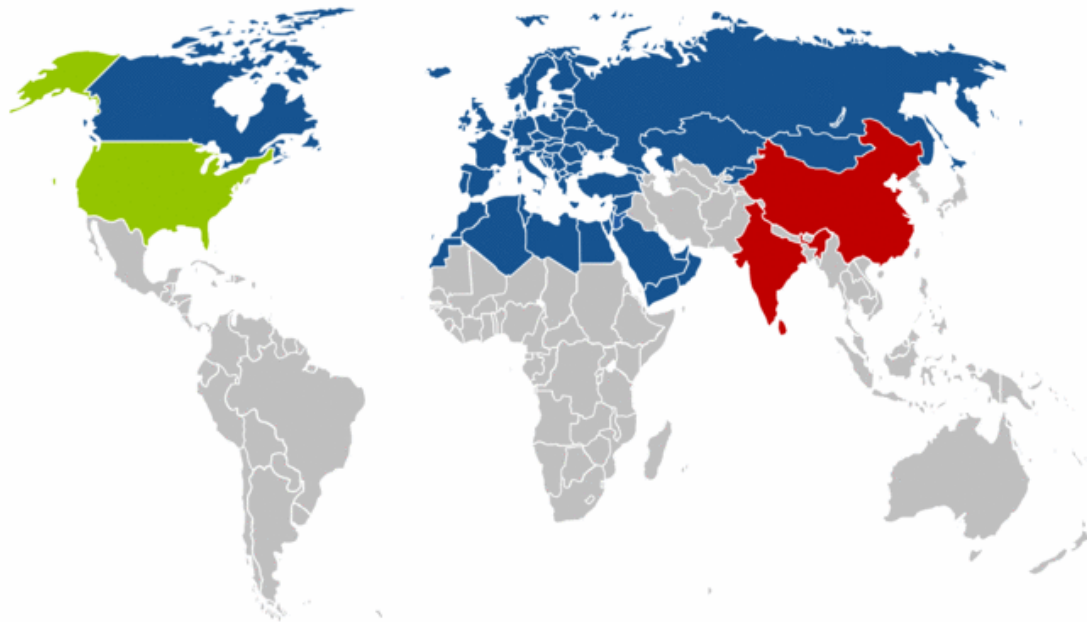
Building the **VIBATIV** Brand

<p><u>Phase III</u> <u>Registrational Bacteremia Trial</u></p> <ul style="list-style-type: none">▪ Multicenter, randomized, open-label, non-inferiority trial in 250 patients▪ For complicated <i>Staphylococcus aureus</i> (SA) bacteremia and SA right-sided infective endocarditis (RIE)	<p><u>Publications</u></p> <ul style="list-style-type: none">▪ Generate medical/scientific publications to address information gaps▪ Over 500 publications* to date
<p></p> <ul style="list-style-type: none">▪ Characterize real-world use of telavancin in 1,000 patients▪ Generate data on VIBATIV clinical effectiveness and safety	<p><u>Investigator Initiated Research</u></p> <ul style="list-style-type: none">▪ Focused on evaluating <i>in vitro</i> potential/additional indications, appropriate use, and special populations▪ 18 active IIR studies in 2014

The Future

Building the Global **VIBATIV** Brand

 Theravance Biopharma  Partner Presence  Ongoing Partner Discussions



Theravance Biopharma Difference

Foundation Built on **VIBATIV**

➤ **VIBATIV:**

- Attractive commercial brand
 - Potential for broadest set of indications¹
 - Strong IP position
- Market feedback validates brand and commercial strategy
- Foundation for an acute care business within TBPH with the potential for significant value generation



Telavancin: A Clinician's Perspective

Louis D. Saravolatz, MD, MACP
St. John Hospital, Detroit, MI
Infectious Disease Specialist

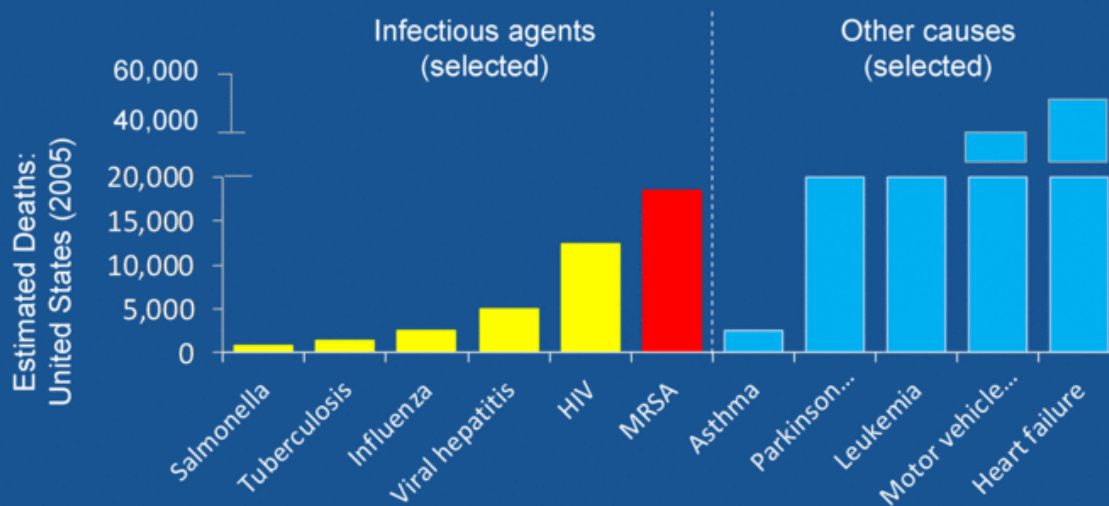
Disclosure: Theravance Biopharma Antibiotics Scientific Advisor

Full Prescribing Information, including Boxed Warning and Medication Guide in the U.S., is available at www.VIBATIV.com.

The Challenge of MRSA in the United States

U.S. Mortality Rates in Infectious Diseases and Other Causes

- MRSA is responsible for more US deaths annually than many other serious infectious diseases



The Challenge of MRSA in the U.S.

MRSA is an ongoing challenge in the community and hospitals

- Over 50% of infections caused by *Staphylococcus aureus* are methicillin-resistant *S. aureus* (MRSA)
- MRSA is among the most common hospital-acquired pathogens
- Serious MRSA infections require prompt and effective treatment
- Clinicians must navigate ongoing concerns over:
 - Clinical efficacy and appropriate dosing with vancomycin
 - Emergence of resistance to standard anti-MRSA therapies

The Challenge of Serious Infections: Bacterial Pneumonia

Hospital-acquired and Ventilator-associated Bacterial Pneumonia (HABP/VABP)

- Second most common hospital-acquired infection in the US
- Up to 27% of all ICU infections are caused by HABP/VABP
 - Results in over 50% of antibiotics prescribed in the ICU
- VABP is estimated to occur in 9% to 27% of all intubated patients
- HABP/VABP is associated with the highest rate of mortality among all hospital-acquired infections
 - HABP/VABP all-cause mortality ranges from 20 - 50%
- HABP/VABP increases patient length of hospital stay and cost of care

The Challenge of Treating HABP/VABP

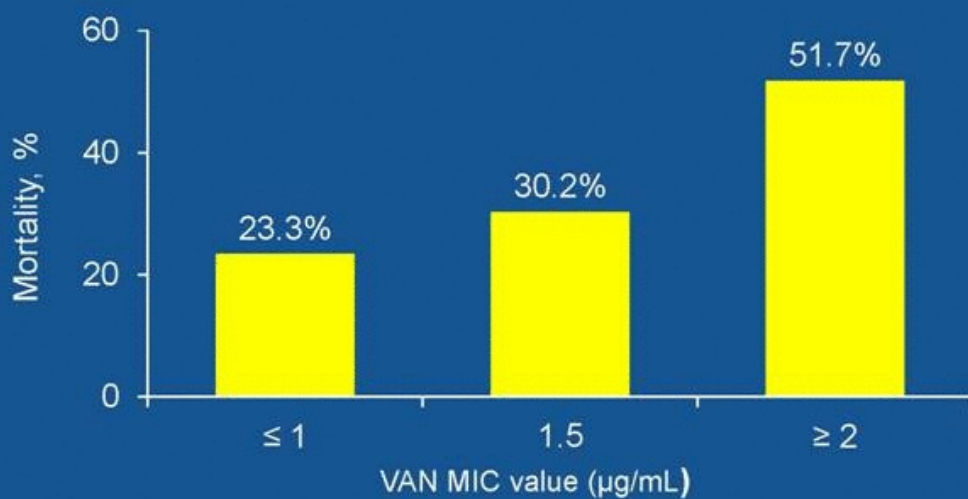
Significant impact on morbidity, mortality and cost of care

- MRSA is the most common Gram-positive pathogen in HABP/VABP
- **Early and appropriate therapy is critical**
 - In ICU patients, research demonstrated that early, appropriate antimicrobial therapy is associated with:
 - Shorter duration of antibiotic therapy
 - Decreased length of ICU or hospital stay
 - Decreased mortality
 - Appropriate therapy reduces infection-related and all-cause mortality
 - Lower total cost of care
- Each patient requires individual assessment and decisions on care

The Challenge of HABP/VABP due to MRSA Infection

Higher Vancomycin MICs are Associated with Increased Mortality

Mortality Rates by Vancomycin MIC



Individualization of Care

Treatment Decisions must be made at the Individual Patient Level

- Determine severity of infection
- Cover likely pathogens with empiric therapy
 - Patient history
 - Local epidemiology
- Assess comorbid conditions, including renal function
- Choose appropriate therapy and dose for the patient
- Monitor for efficacy and safety
 - Reassess after obtaining microbiology results

Why Physicians Choose Telavancin

Potent Activity

Dual Mechanism of Action; Bactericidal against clinically important Gram+ organisms

Active against *S. aureus* strains with reduced susceptibility to other agents

- VAN MIC ≥ 1 $\mu\text{g/mL}$
- VISA, hVISA strains
- Daptomycin and linezolid-resistant

No resistance identified in clinical trials or in ongoing global surveillance to date

Clinically Relevant

Penetration into important sites of infection, including the lung

Drug levels remain above the MIC₉₀ for MRSA over 24 hours

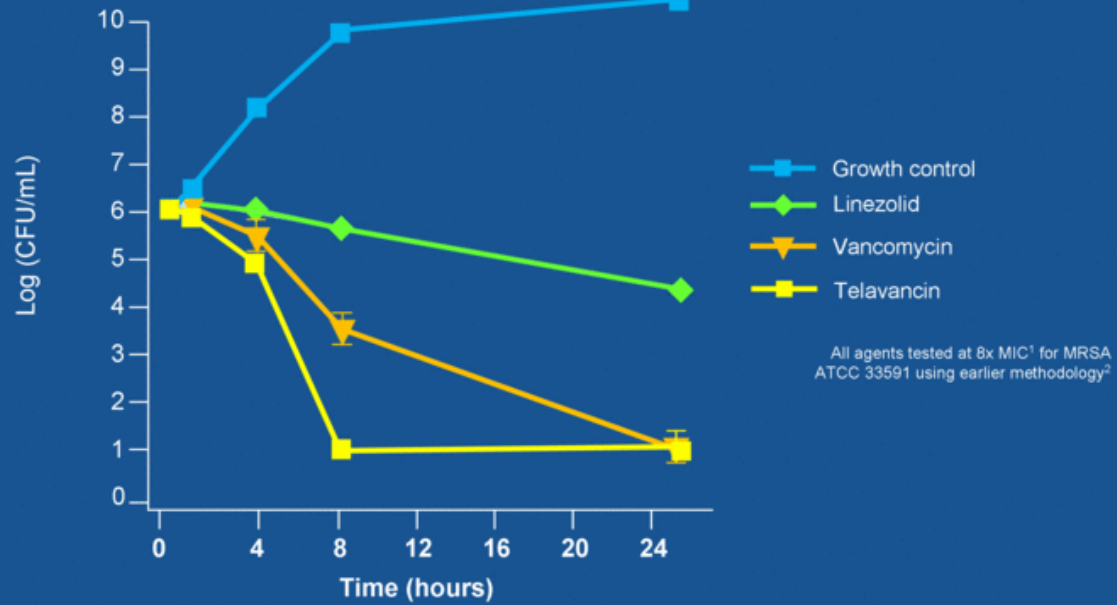
Clinical efficacy shown in largest HABP/VABP studies to date in a broad population of patients with multiple co-morbidities

Convenience of once daily dosing (with no therapeutic dose monitoring)

Safety profile characterized in large clinical studies in both cSSSI and HABP/VABP

Bactericidal Activity against MRSA

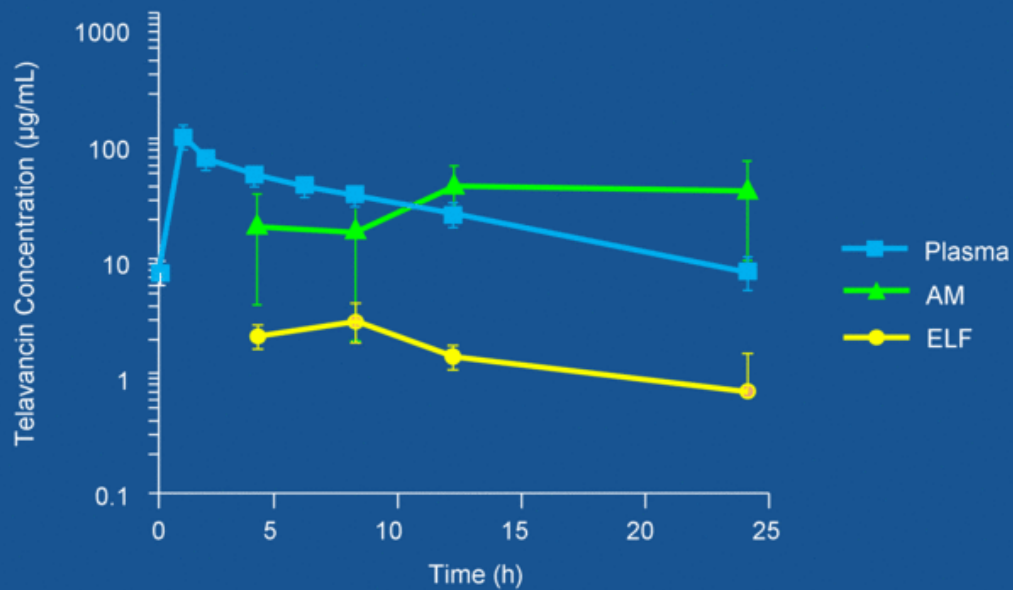
In Vitro Time-Kill Curves



Telavancin lung penetration for treatment of HABP/VABP

Concentration in Plasma, Alveolar (AM) and Epithelial Lining Fluid (ELF)

Mean (\pm SD) concentrations of telavancin in plasma, AM, and ELF



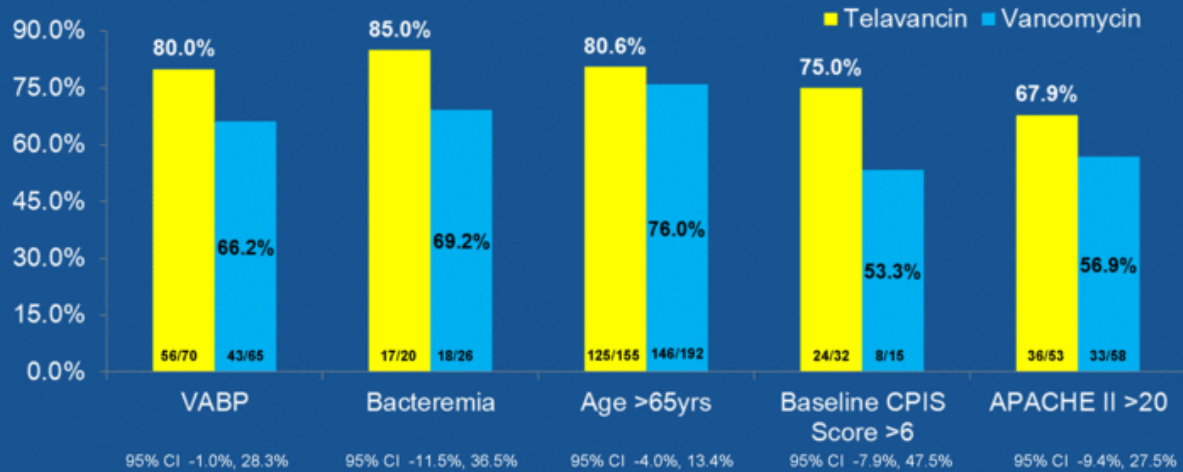
Telavancin Cure Rates in HABP/VABP Phase 3 Clinical Trials

Study Population	ATTAIN 1		ATTAIN 2		COMBINED	
	TLV	VAN	TLV	VAN	TLV	VAN
All-Treated (AT)	57.5% (214/372)	59.1% (221/374)	60.2% (227/377)	60.0% (228/380)	58.9% (441/749)	59.5% (449/754)
Difference (95% CI)	-1.6% (-8.6%, 5.5%)		0.2% (-6.8%, 7.2%)		-0.7% (-5.6%, 4.3%)	
Clinically Evaluable (CE)	83.7% (118/141)	80.2% (138/172)	81.3% (139/171)	81.2% (138/170)	82.4% (257/312)	80.7% (276/342)
Difference (95% CI)	3.5% (-5.1%, 12.0%)		0.1% (-8.2%, 8.4%)		1.7% (-4.3%, 7.7%)	

Microbiologically Evaluable (ME)	TLV % Cure	VAN % Cure	% Difference (TLV - VAN; 95% CI)
Single Gram-positive (only)	84.0 (147/175)	75.9 (132/174)	8.1 (-0.2%, 16.5%)
MRSA (only)	80.2 (73/91)	74.1 (86/116)	6.1 (-5.3%, 17.5%)
<i>S. aureus</i> with VAN MIC \geq 1 μg/mL	85.7 (78/91)	74.5 (79/106)	11.2 (0.2%, 22.2%)

Efficacy in Clinically Relevant HABP/VABP Patient Subgroups

Pooled Clinical Cure Rates by Subgroup in Phase 3 Trials (CE population)



HABP Patient Successfully Treated with Telavancin

- 57 yo. male smoker readmitted to hospital due to post-operative complications from surgical intervention for wound infection.
 - Prior hospital admission was within prior 3 months (1 week in ICU post-op) and prior antibiotic treatment.
 - Medical history includes COPD, CHF, LVH, CAD, C. diff Colitis and chronic pain due to non-healing wound.
 - T = 99, RR = 26, BP = 134 / 89
 - CrCL = 61 mL/min, WBC = 2,800, Platelets = 45,000
- Develops purulent sputum, rales and slight dyspnea
 - Chest X-ray abnormal with pleural effusion on the left
 - Sputum Gram stain: numerous PMN's, Gram(+) cocci
 - Diagnosed as aspiration pneumonia (HABP)
- MRSA isolated (VAN MIC = 0.5); Prior exposure to VAN and daptomycin
- Switched from vancomycin (1 day, 2 doses) to TLV 10mg/kg for 9.5 days
 - Full resolution of clinical signs/symptoms of HABP
 - No sputum production/sample by day 4 - presumptive microbiologic cure.

HABP Patient Successfully Treated with Telavancin

- 49 yo. male admitted for Shortness of Breath (SOB), dyspnea and fever
 - Medical history includes: urinary retention and renal abscess. Previously treated for MRSA bacteremia and UTI with vancomycin and daptomycin.
 - T = 101.6; CrCL = 75mL/min, WBC = 13.6
 - Started on vancomycin 1g IV Q12
 - Bacteremia diagnosed (likely due to renal abscess)
 - MRSA isolated (VAN MIC 1.0; daptomycin MIC 0.25; linezolid MIC 2.0)
- Day 4: Remained febrile/spiking 101, Clinically unimproved, elevated WBC
 - Purulent sputum positive for MRSA (vancomycin MIC 1.0)
 - Chest X-ray taken - indicated lower left lobe (LLL) pneumonia with some right lower lobe consolidation: possible bilateral pneumonia
- Day 5: ID consult - patient switched to telavancin 10mg/kg (600mg) daily
 - Afebrile in 48-72 hrs; WBC 6800 in 4 days, blood culture negative 2 of 2 and clinically improved (no SOB, no sputum to culture - presumed MRSA eradication)
 - Patient discharged 19 days post-admission on telavancin outpatient therapy (6wks)
- Re-admission several months later for surgical procedure - confirmed no renal issues (per Scr and CrCl post-treatment) as well as clinical and microbiologic cure

Effective Treatment for Serious Infections, including HABP/VABP due to MRSA, is Critical

- For the public health
 - Increasing incidence and severity of MRSA infections
 - Increasing burden of HABP/VABP due to MRSA
 - Moving Target: Continuing evolution of drug resistance
- For individual patients
 - When vancomycin is not an appropriate choice
 - Treatment failures and recurrence
 - Co-morbidities and antibiotic risks vs. benefits
- Telavancin is an important drug for the treatment of HABP/VABP and cSSSI due to *S. aureus*, including MRSA
 - Robust clinical data to support efficacy and safety in both indications

VIBATIV[®] (telavancin) for injection

Important Safety Information (U.S.)

Mortality

Patients with pre-existing moderate/severe renal impairment (CrCl \leq 50 mL/min) who were treated with VIBATIV for hospital-acquired bacterial pneumonia/ventilator-associated bacterial pneumonia had increased mortality observed versus vancomycin. Use of VIBATIV in patients with pre-existing moderate/severe renal impairment (CrCl \leq 50 mL/min) should be considered only when the anticipated benefit to the patient outweighs the potential risk.

Nephrotoxicity

New-onset or worsening renal impairment occurred in patients who received VIBATIV. Renal adverse events were more likely to occur in patients with baseline comorbidities known to predispose patients to kidney dysfunction and in patients who received concomitant medications known to affect kidney function.

Monitor renal function in all patients receiving VIBATIV prior to initiation of treatment, during treatment, and at the end of therapy. If renal function decreases, the benefit of continuing VIBATIV versus discontinuing and initiating therapy with an alternative agent should be assessed.

Fetal Risk

Women of childbearing potential should have a serum pregnancy test prior to administration of VIBATIV. Avoid use of VIBATIV during pregnancy unless the potential benefit to the patient outweighs the potential risk to the fetus. Adverse developmental outcomes observed in three animal species at clinically relevant doses raise concerns about potential adverse developmental outcomes in humans. If not already pregnant, women of childbearing potential should use effective contraception during VIBATIV treatment.

Contraindication

VIBATIV is contraindicated in patients with a known hypersensitivity to the drug.

Hypersensitivity Reactions

Serious and potentially fatal hypersensitivity reactions, including anaphylactic reactions, may occur after first or subsequent doses. VIBATIV should be used with caution in patients with known hypersensitivity to vancomycin.

Geriatric Use

Telavancin is substantially excreted by the kidney, and the risk of adverse reactions may be greater in patients with impaired renal function. Because elderly patients are more likely to have decreased renal function, care should be taken in dose selection in this age group.

Infusion Related Reactions

VIBATIV is a lipoglycopeptide antibacterial agent and should be administered over a period of 60 minutes to reduce the risk of infusion-related reactions. Rapid intravenous infusions of the glycopeptide class of antimicrobial agents can cause "Red-man Syndrome" like reactions including: flushing of the upper body, urticaria, pruritus, or rash.

QTc Prolongation

Caution is warranted when prescribing VIBATIV to patients taking drugs known to prolong the QT interval. In a study involving healthy volunteers, VIBATIV prolonged the QTc interval. Use of VIBATIV should be avoided in patients with congenital long QT syndrome, known prolongation of the QTc interval, uncompensated heart failure, or severe left ventricular hypertrophy.

Most Common Adverse Reactions

The most common adverse reactions (greater than or equal to 10% of patients treated with VIBATIV) were taste disturbance, nausea, vomiting, and foamy urine.



Q&A Session #1



Break



TD-4208: Nebulized LAMA for COPD

Brett Haumann, MD, MBA
Senior Vice President, Development and Operations

TD-4208 aims to **address the unmet need** for a standard of care nebulized LAMA

Potential to be first once-daily nebulized bronchodilator

➤ **Unmet Need:**

- Once-daily LAMAs are **first-line therapy** for moderate to severe COPD¹
- **43%** of COPD treatment regimens in U.S. include a LAMA²
- LAMAs are **only available in handheld** devices

➤ **Compelling Market Opportunity:**

- **9%** of COPD patients in the U.S. use nebulized maintenance therapy³
- Patients suitable for nebulizers are **readily identified** by physicians
- Twice-daily nebulized LABAs generate annual sales of **~\$400M**⁴

➤ **First-in-Class Opportunity:**

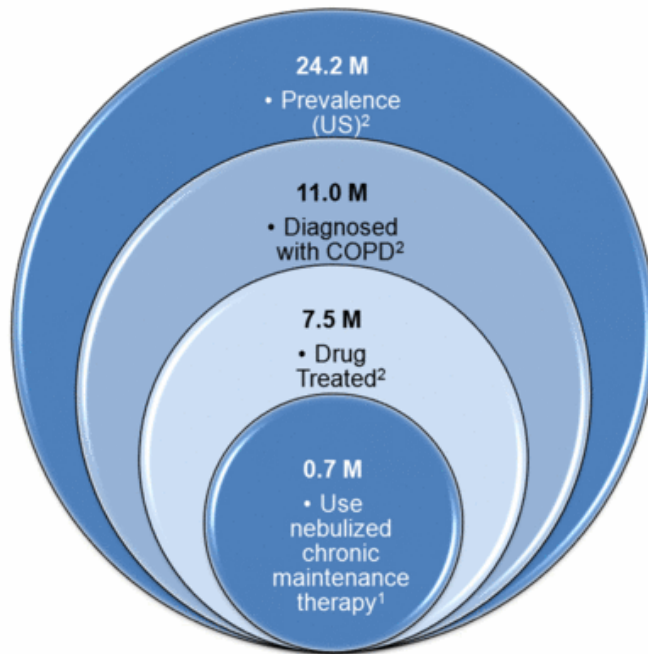
- **No once-daily marketed** nebulized bronchodilators
- **No once-daily** nebulized bronchodilators **in development**
- The only twice-daily LAMA in development is **restricted to one nebulizer**

¹Global Strategy for Diagnosis, Management, and Prevention of COPD
²Encuity Research, LLC., *TreatmentAnswers*™ (2013)
³TBPH market research (N = 160 physicians)

⁴Estimate derived from use of information under license from the following IMS Health information service: NSP for period MAT Sep, 2014. IMS expressly reserves all rights, including rights of copying, distribution and republication

Despite limited options, **9%** of treated COPD patients in the U.S. use nebulized therapy **on an enduring basis**¹

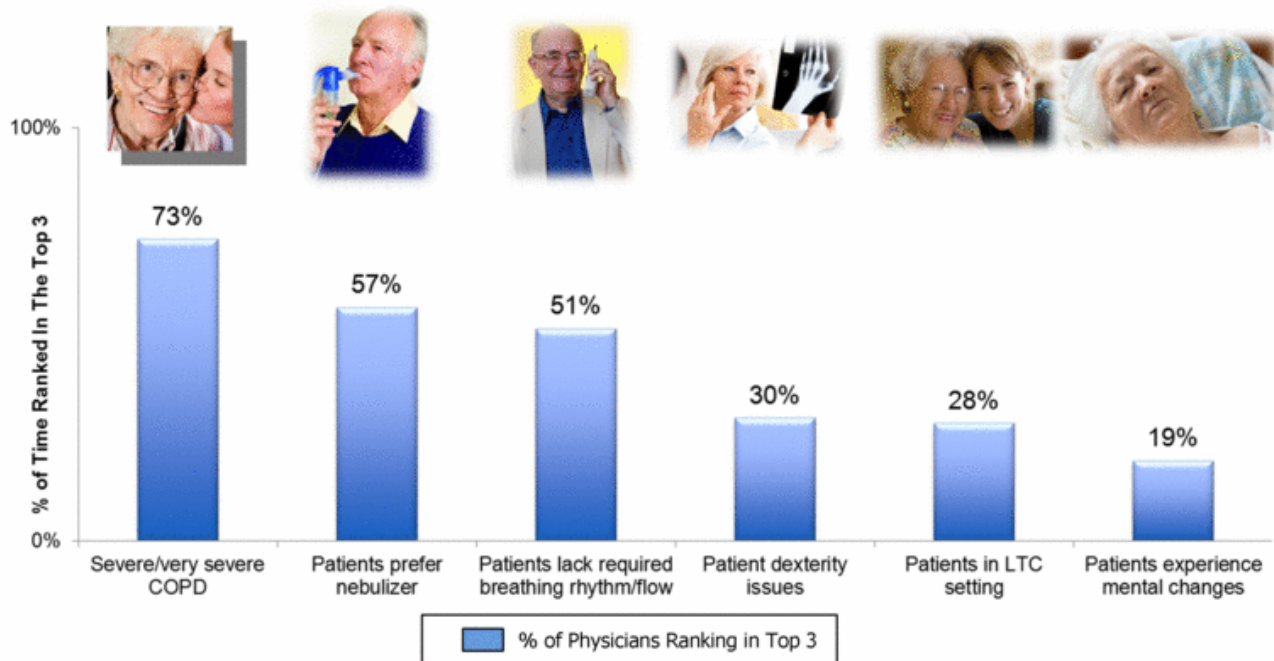
This is in the absence of any nebulized LAMAs



¹TBPH market research (N = 160 physicians)
²© 2014 DR/Decision Resources, LLC. All rights reserved. This data is provided for informational purposes only and is not intended to, and does not, constitute an offer or recommendation to buy or sell securities or investment advice.

Physicians **readily identify** those patients who are most appropriate for nebulizer therapy

Based on disease severity, patient preference & functional status



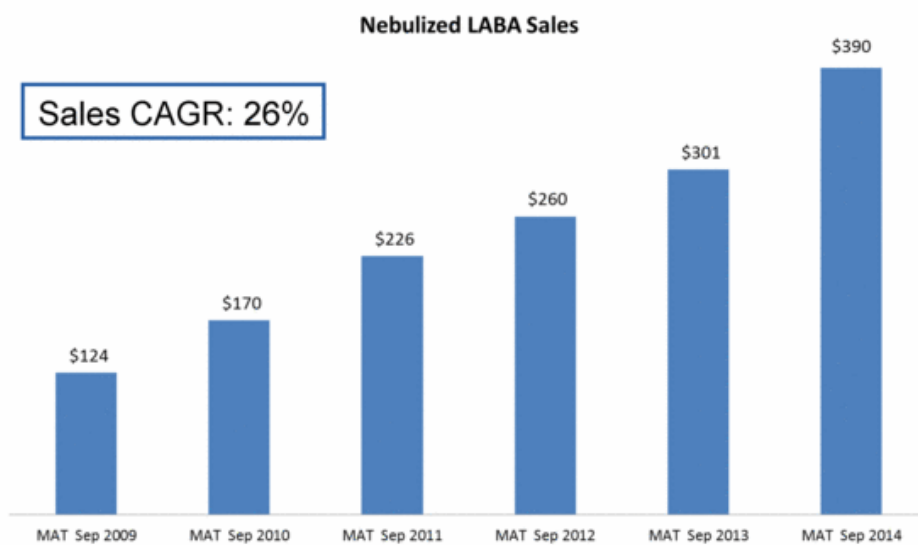
TTBPH market research (N = 160 physicians)

There are **limited options** for COPD patients who use nebulized bronchodilators

No nebulized LAMAs and no once-daily products of any class

Frequency	Class	Handheld segment	Nebulized segment
Four times daily	SAMA	✓	✓
	SABA	✓	✓
	SAMA/SABA	✓	✓
Twice daily	LAMA	✓	
	LABA	✓	✓
Once daily	LAMA	✓	
	LABA	✓	
	LAMA/LABA	✓	

The nebulized twice-daily LABA market has sales approaching **\$400M annually** in U.S.¹

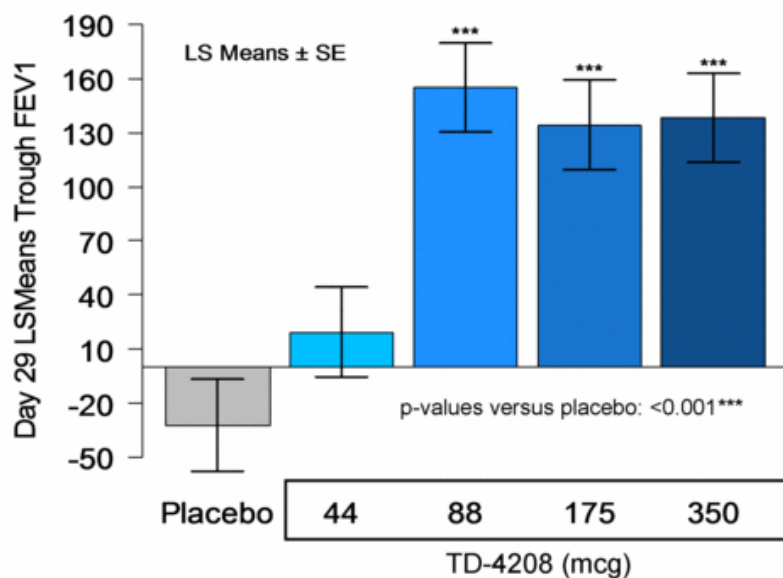


➤ Growth seen despite generic short-acting bronchodilators, restricted tier status and not being the gold standard LAMA

¹Estimate derived from the use of information under license from the following IMS Health information service: NSP for the period MAT Sep 2014. IMS expressly reserves all rights, including rights of copying, distribution and republication

TD-4208 demonstrates **clinically meaningful improvements** in lung function in COPD patients

Study 0117 met primary endpoint at doses of 88 mcg and above



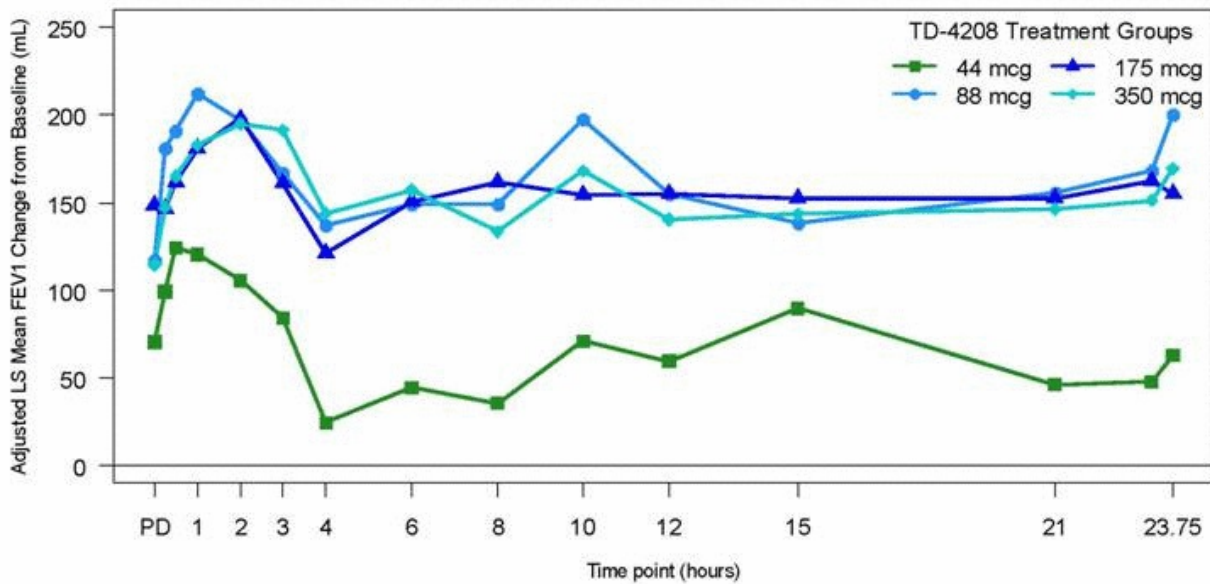
➤ 355 patients with moderate to severe COPD

➤ Primary endpoint: Change from baseline in trough FEV₁ following 28 days

57 Note: FEV₁ = forced expiratory volume in one second. PE = Primary Endpoint. COPD = Chronic Obstructive Pulmonary Disease

TD-4208 shows a **sustained 24-hour duration of action** following once-daily dosing

Effects are maintained throughout 4-week dosing period



Placebo-adjusted change from baseline in FEV₁ on Day 28

The regulatory path is **clear and well-precedented**

FDA has confirmed that TD-4208 can progress to Phase 3 studies

➤ Phase 3 program **matches** previous LAMA programs:

- 2 replicate 3-month efficacy studies
- Single 12-month safety study



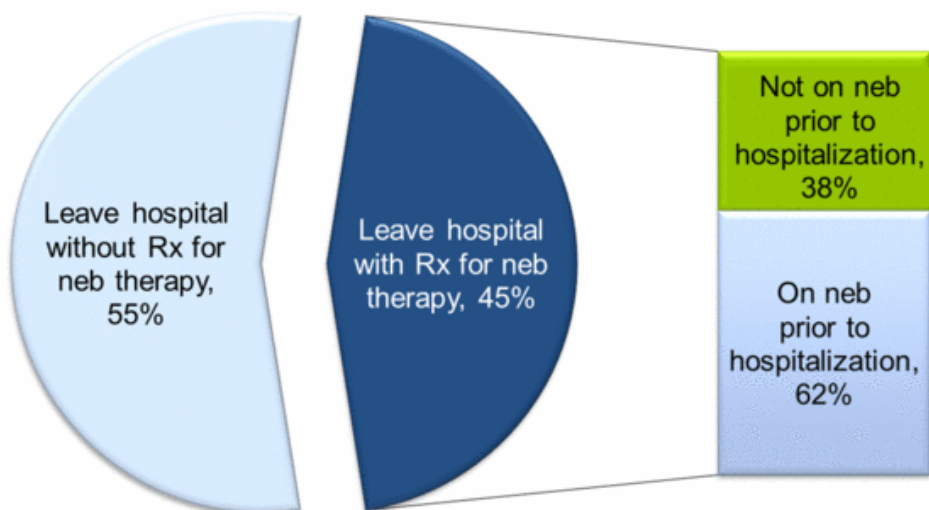
➤ FDA meeting held December 8th

- ✓ Agreement on once-daily dosing
- ✓ Agreement on Phase 3 dose selection
- ✓ Agreement on study population
- ✓ Agreement on study endpoints

Nebulized therapy may be initiated in patients **hospitalized with an acute COPD exacerbation**

COPD is responsible for 800,000 U.S. hospitalizations annually¹

Patients Hospitalized for COPD Exacerbations²



60 ¹Wier et al; HCUP Statistical Brief #106; Agency for Health Care Policy and Research, 2011
²TBPH market research (N = 160 physicians)

TD-4208 has the potential to become the nebulized **bronchodilator of choice** in COPD

- Aims to become the **standard of care** in the nebulized space
- **Complements** existing nebulized LABA treatment options
- Provides **sustained bronchodilation** over 24 hours
- Offers the **convenience of once-daily dosing** via **jet nebulizer**
- Potential differentiation in patients recovering from **acute exacerbations**
- Presents **opportunities for partnership**



Axelopran: Oral PAMORA for Opioid-Induced Constipation

Brett Haumann, MD, MBA
Senior Vice President, Development and Operations

Axelopran aims to offer a **differentiated product**

➤ **Treatment class is evolving:**

- PAMORAs offer **targeted peripheral efficacy** without altering central analgesia
- Regulatory path to approval has been **clarified**
- Recent product approvals will help **build the market**

➤ **Patient need exists:**

- Over the counter **laxatives are ineffective** in the majority of patients
- **71%¹** of OIC patients using common constipation treatments report **failure to achieve relief**

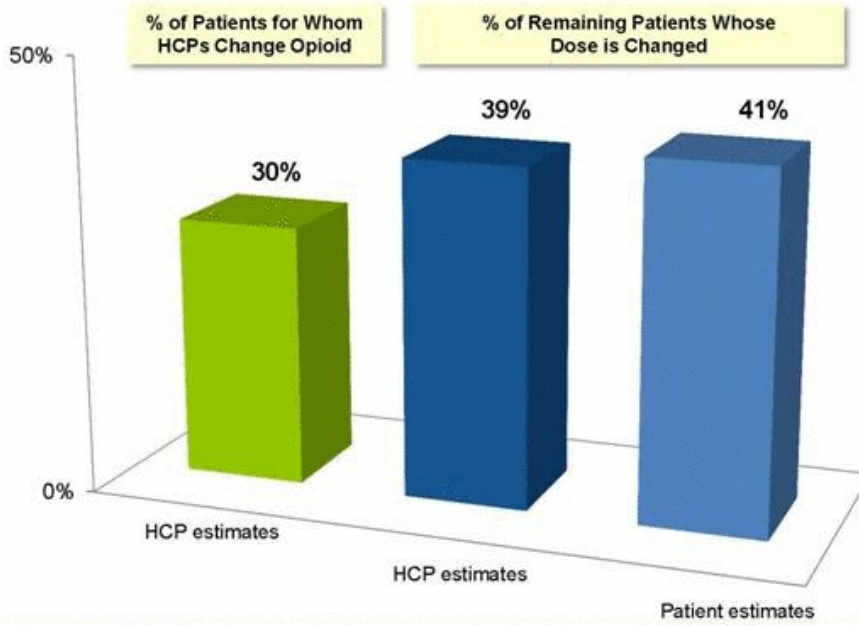
➤ **Axelopran program centers on differentiation:**

- Axelopran aims to **restore normal bowel function and reduce symptoms**
- Encouraging early data for **fixed dose combination**

OIC **limits** effective pain management

OIC results in frequent adjustments to analgesic therapy

FREQUENCY OF ALTERING PAIN MEDICATION TO MANAGE CONSTIPATION¹
- Patients and HCPs -



64 ¹TBPH patient (N=386) and HCP (N=559) market research

Health care professionals are **not satisfied** with current treatment options

HCP ATTITUDES REGARDING OIC TREATMENTS¹

- % Top 3 Box -

I would value new therapy that allowed patients to return to **near normal** bowel function

83%

OIC patients would be willing to **take a medication daily** if it managed their constipation

71%

Currently available therapies are adequate for treatment of OIC

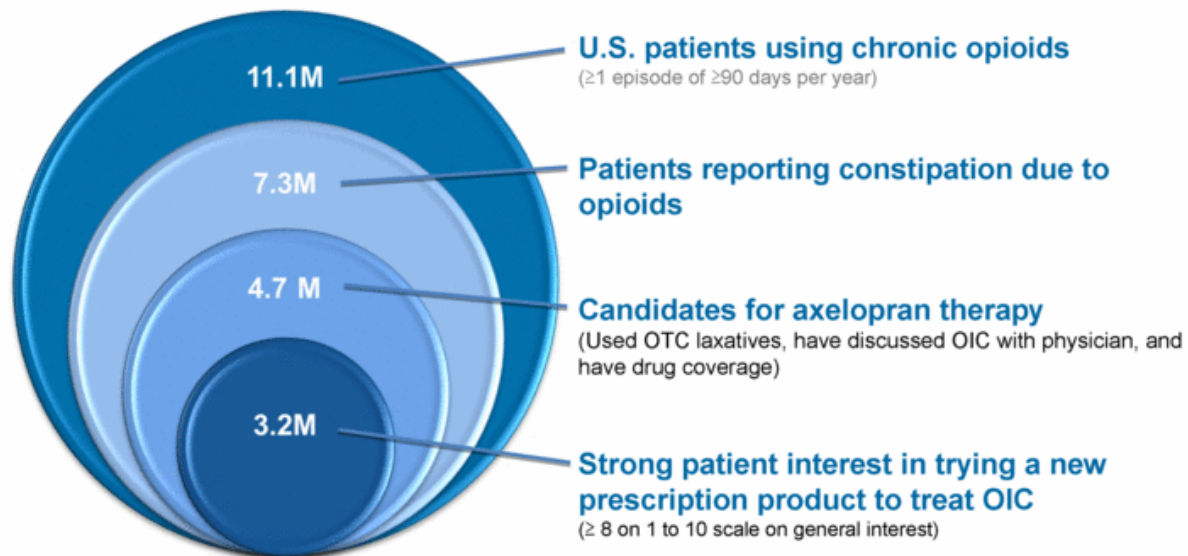
25%

0%

100%

Agreement rated on a scale from 1 to 10 where 1 means "Disagree Completely" and 10 means "Agree Completely":

There is a **sizable, symptomatic and dissatisfied** patient population in the U.S.¹



The population of OIC patients is **readily accessible** and **not satisfied** with current treatment options

- OIC patients are already in the healthcare system and visit physicians who prescribe their scheduled opioids **every month**
- Patients report discussing OIC with HCPs an average of **4.4 times per year**¹
- Patients report substantial out of pocket costs for OIC therapies:
 - Spend an average of **\$28 per month** for constipation remedies in many cases **without achieving relief**¹

Theravance Biopharma is **well placed** to access suitable patients within a changing prescribing environment

- Legislative changes are driving a shift in opioid prescribing from primary care to **pain specialists** to reduce overdose-related deaths
- Requirements for **pain clinics to be registered** and physician dispensing prohibited in some states
- **Good fit** with TBPH strategy of **acute care and specialty partnering**

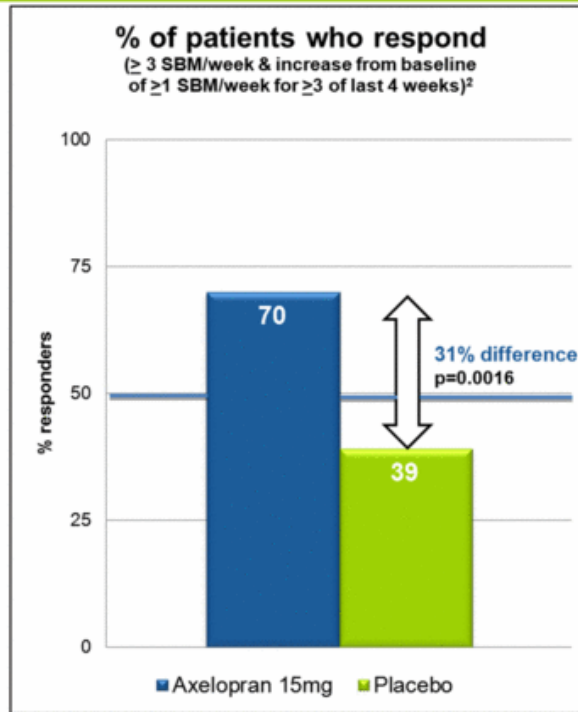
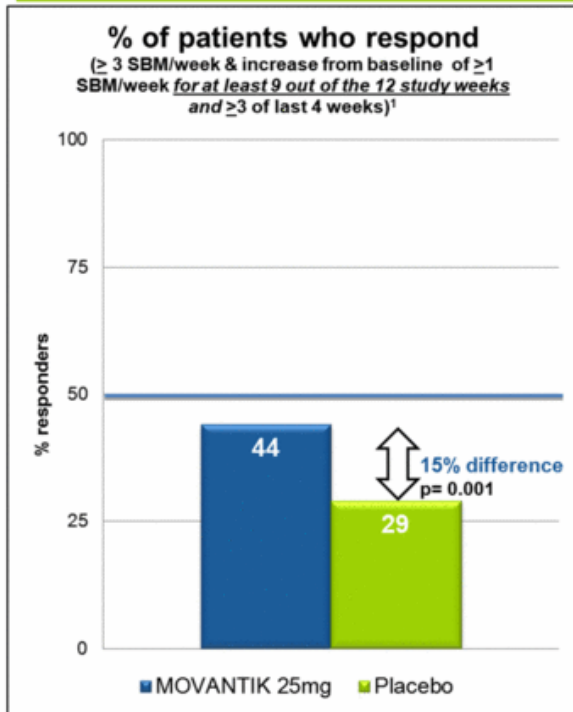
The axelopran development program is focused on **differentiation**

➤ Axelopran aims to:

- Improve bowel function **better than the competition**
- Restore **normal bowel function**
- Address **patient symptoms**

Axelopran Phase 2 data shows **potential for differentiation**

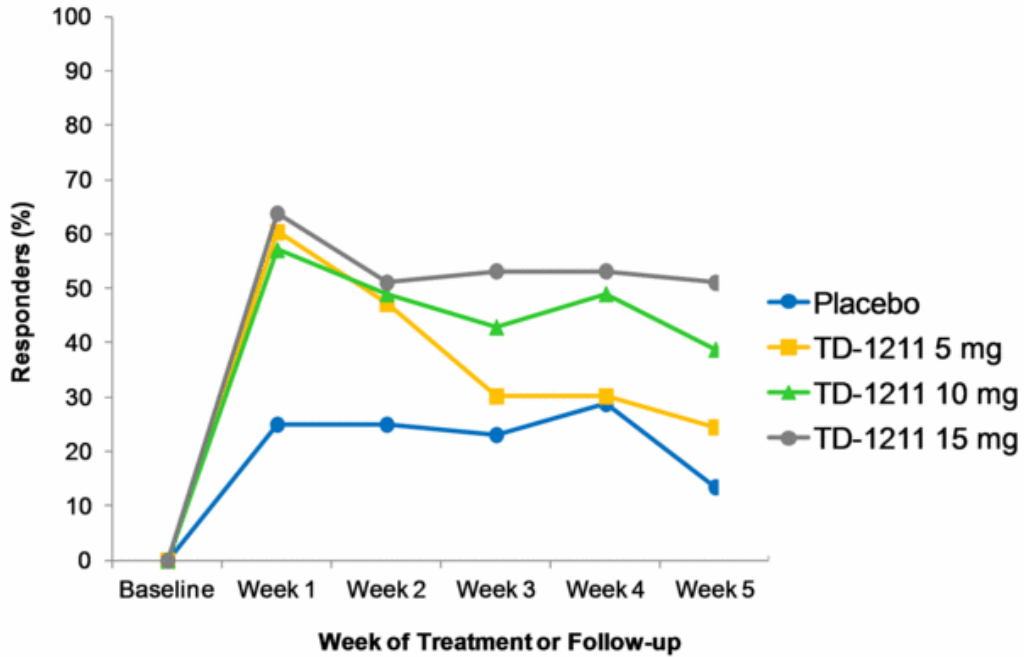
Improvements in Spontaneous Bowel Movements (SBM) are the current benchmark



1. KODIAK-04 Study
 2. Phase 3 axelopran study will include an evaluation comparable to that done for MOVANTIK in Phase 3, including an increase of ≥ 1 SBM/week for at least 9 out of 12 weeks and >3 of the last 4 weeks of treatment

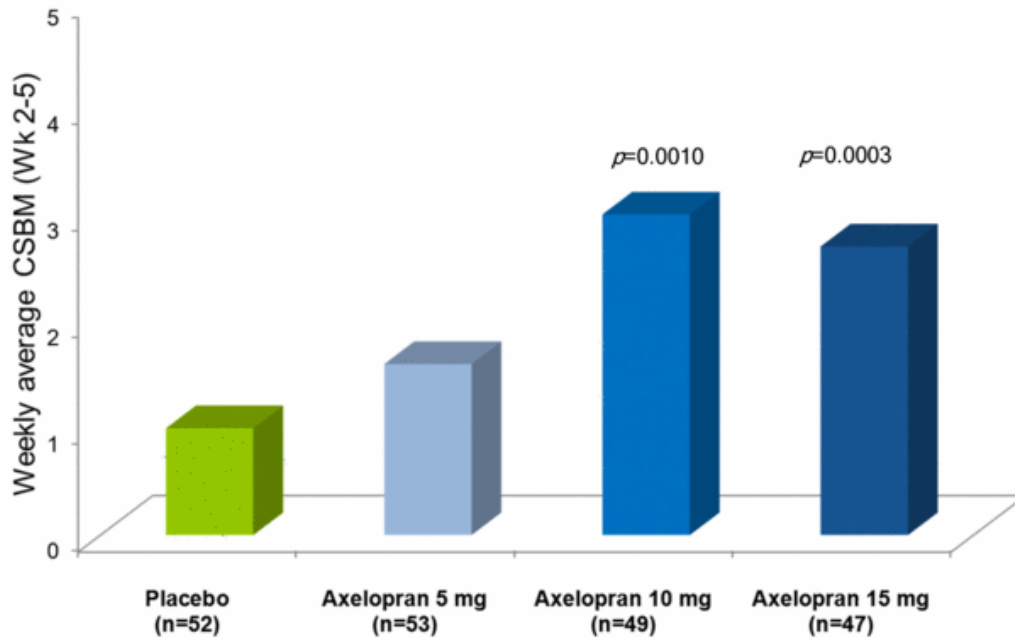
Rapid restoration of normal bowel function followed by maintenance

Patients consider ≥ 5 SBM/week a return toward normal bowel function



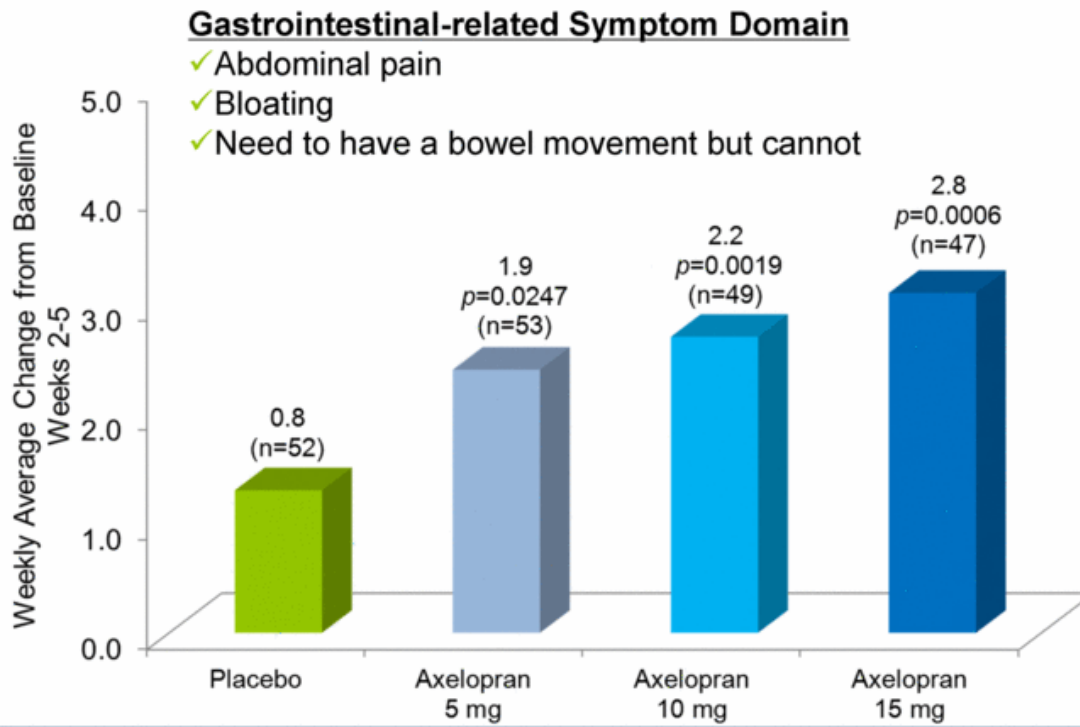
Increased frequency of Complete Spontaneous Bowel Movements (CSBM)

Provides a more rigorous assessment of return to normal function



Improvement in gastrointestinal symptoms

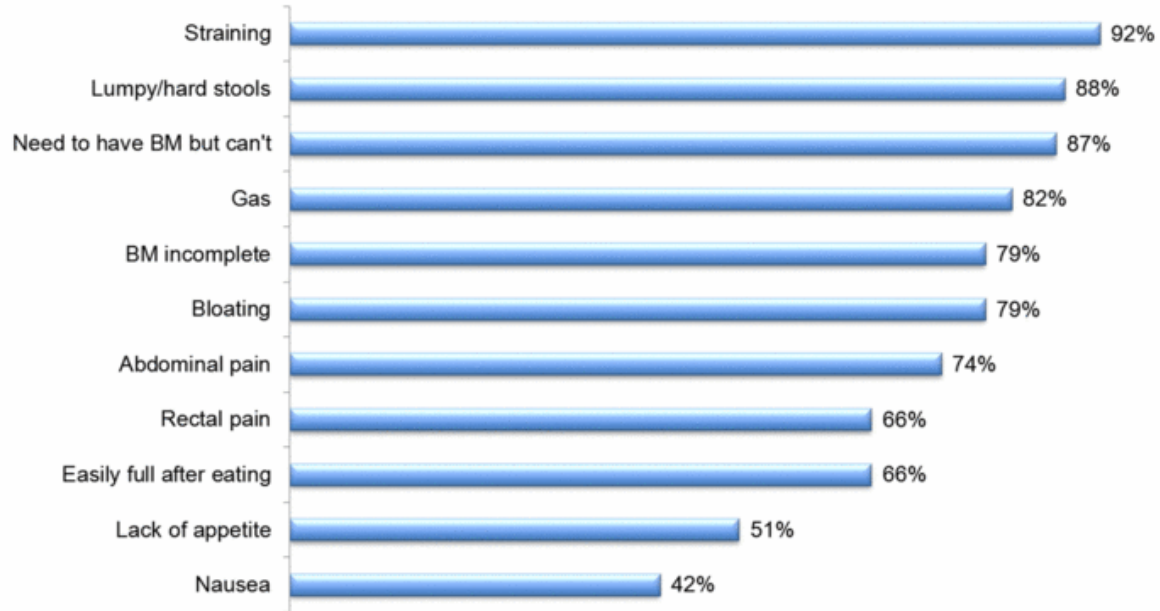
Suggests potential for differentiation on patient-reported symptoms



Patients **need symptom relief** beyond normalizing bowel function

Increasing SBM alone does not address patients' needs

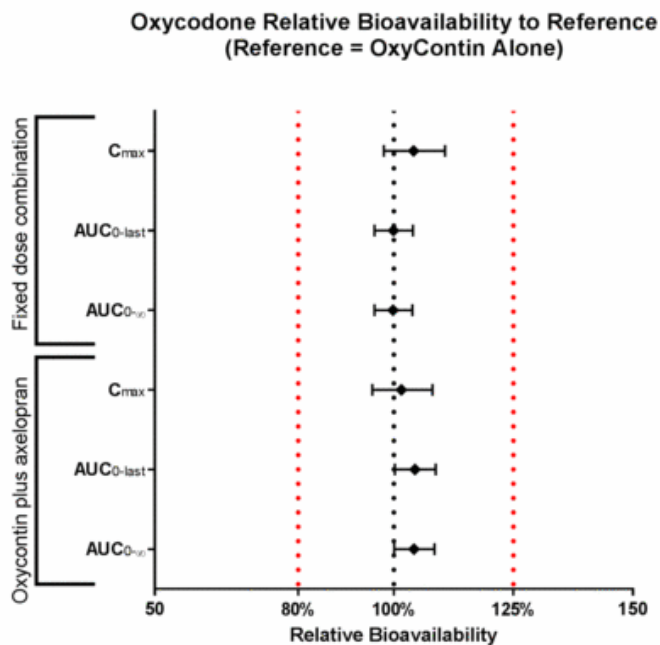
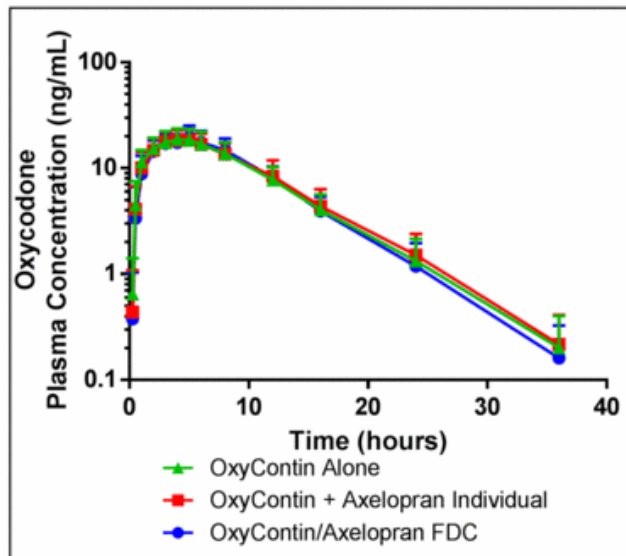
Incidence of Constipation Related Symptoms Among OIC Patients¹



Substantial commercial potential for opioid/axelopran fixed dose combinations (FDC)

- FDC offers the opportunity for pain relief without constipation in a **single abuse-deterrant pill**
 - Could represent a **paradigm shift** in opioid treatment
- TBPH has developed a **proprietary spray-coating formulation**
 - Enabled by the **intrinsic properties** of axelopran
 - Technique could be applied to a broad range of abuse resistant opiates
- **First study** of spray-coat application of axelopran to OxyContin®
 - Designed to evaluate effect of axelopran on **oxycodone exposure**

Axelopran **does not alter** systemic exposure to oxycodone when delivered as a fixed dose combination (**spray-coating**)



Axelopran aims to be the **treatment of choice** for OIC

- **Targeted approach** to address OIC effectively, in contrast to laxatives
- **Large, well-defined, accessible** patient population
- Increasingly managed by pain specialists, aligned with TBPH **focus on specialty business**
- **Clear regulatory pathway and FDA alignment** for axelopran development
- Opportunities for **clear differentiation** based on return to normal bowel function
- Opportunity for fixed dose combination to offer **significant additional value**



Research and Development
Evolution of Insight and Approach

Mathai Mammen, MD, PhD
Senior Vice President, Research and Development

Evolution of **Insight** at Theravance Biopharma

Multivalent Design to **Medicines**



Late Stage

Early Stage

Research

Telavancin
Bacteremia

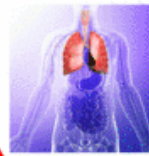
Axelopran
OIC

TD-4208
COPD

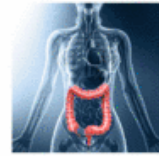
TD-6450
HCV

ARNI
Heart Failure

Localized Medicine for
Localized Disease



Lung



GI

Multivalent Design at Theravance Biopharma

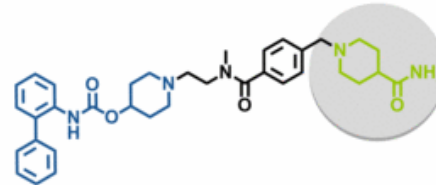
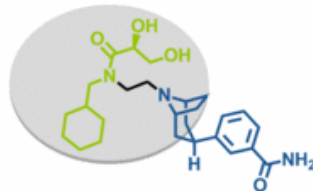


Examples of Differentiating Features → Clinical Benefit

VIBATIV®
Gram-positive antibacterial
cSSSI & HAP/VABP

Axelopran (TD-1211)
 μ -opioid antagonist
Opioid Induced Constipation

TD-4208
Inhaled LAMA
COPD



Dual Pharmacology

↓
Cidalty

Controlled Distribution

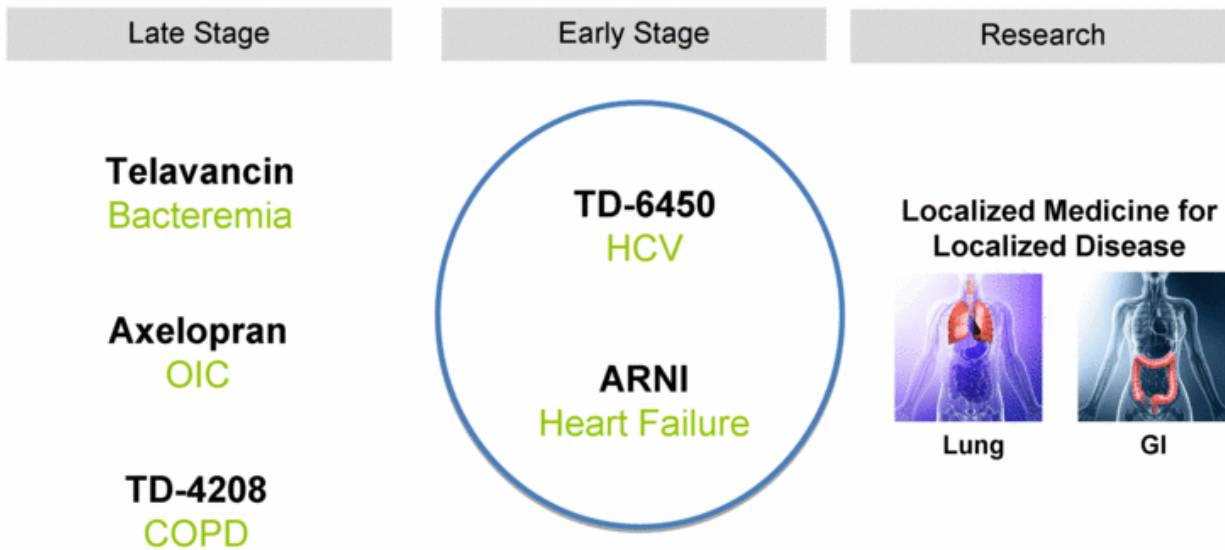
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Peripheral Restriction

Receptor and Tissue Kinetics

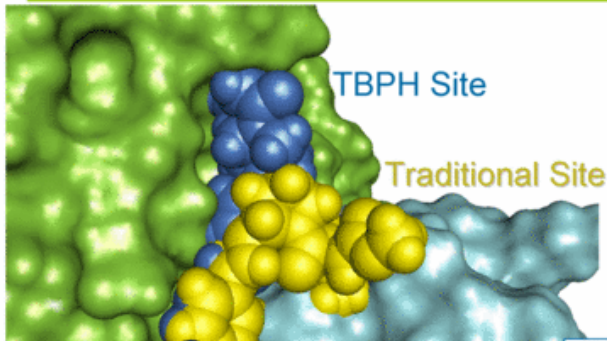
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Long Acting

Evolution of **Insight** at Theravance Biopharma

High Potential Early Stage Programs



TD-6450: Multivalent NS5a Inhibitor: Greatest Reported GT-1a Viral Load Decline after Three Doses



Non-symmetric structure permits distinct binding mode



TD-6450 is **highly potent** in vitro against resistance-associated variants across multiple genotypes

NS5a Inhibitors at Progressing Clinical Doses

Phase 1b: Genotype 1a Patients	TD-6450	MK-8742	GS-5816	ACH-3102	IDX-719
Mean Reduction HCV GT-1a RNA (log ₁₀ IU/mL)	-5.00	-4.17	-3.56	-3.78	-3.50

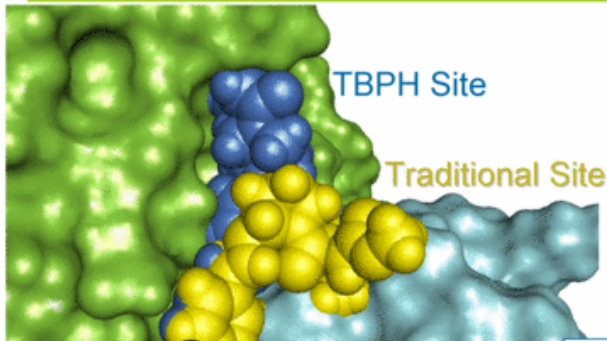
8/21 Patients at doses >120mg had viral loads <LOD

Go Alone
(U.S. - Acute)

Partner

Monetize/Divest

TD-6450: Multivalent NS5a Inhibitor: Greatest Reported GT-1a Viral Load Decline after Three Doses



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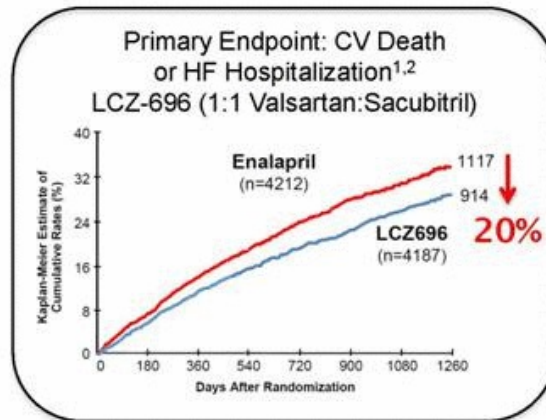
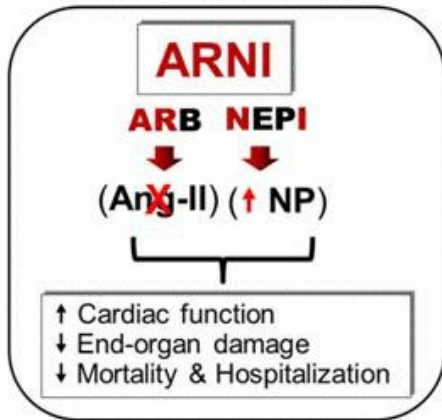
On November 24th 2014 TD-6450 granted Fast Track Designation by FDA

Go Alone
(U.S. - Acute)

Partner

Monetize/Divest

ARNI Class of Medicines May be a Paradigm Shift for Patients with Congestive Heart Failure



However, important considerations:

- Inflexible 1:1 valsartan:sacubitril
- Excluded patients with severe renal dysfunction (~ 1M patients)³
- Symptomatic Hypotension

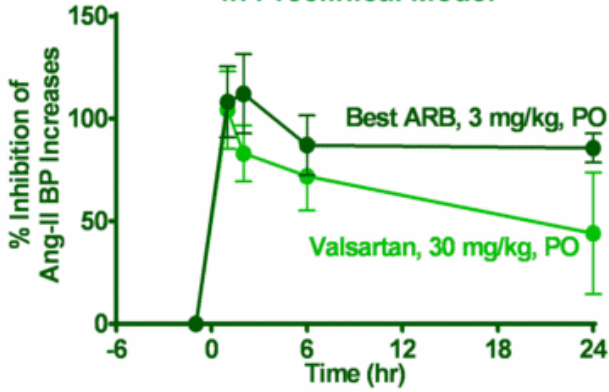
64 ¹McMurray et al (2014) *N Engl J Med*, 371:993-1004
²Solomon et al (2012) *Lancet*, 380:1387-95

³TSBH estimate based on integrating data from multiple sources

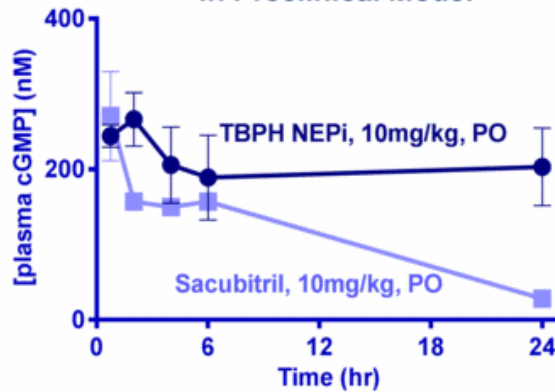
Our **Objective** is to Create a **Best-in-Class** ARNI for Heart Failure



Sustained Ang II Receptor Blockade in Preclinical Model

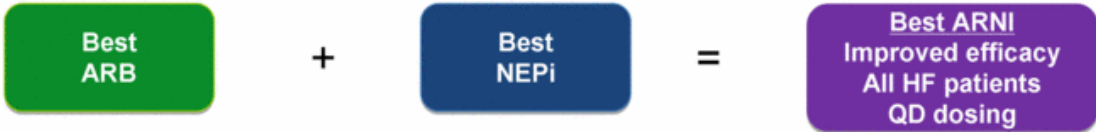


Sustained Nephilysin Inhibition in Preclinical Model

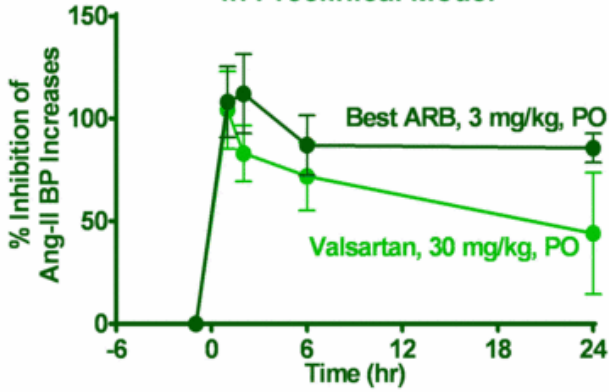


Value Inflection in Phase 1b / 2a

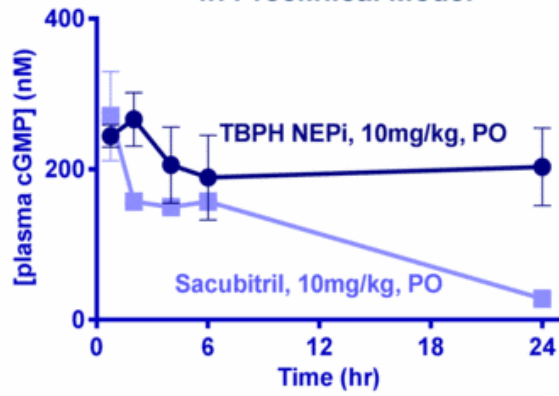
Our **Objective** is to Create a **Best-in-Class** ARNI for Heart Failure



Sustained Ang II Receptor Blockade in Preclinical Model

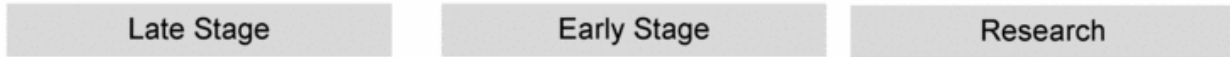


Sustained Neprilysin Inhibition in Preclinical Model



Evolution of **Insight** at Theravance Biopharma

15+ Years of Learning Led to Research Strategy



Telavancin
Bacteremia

TD-6450
HCV

Axelopran
OIC

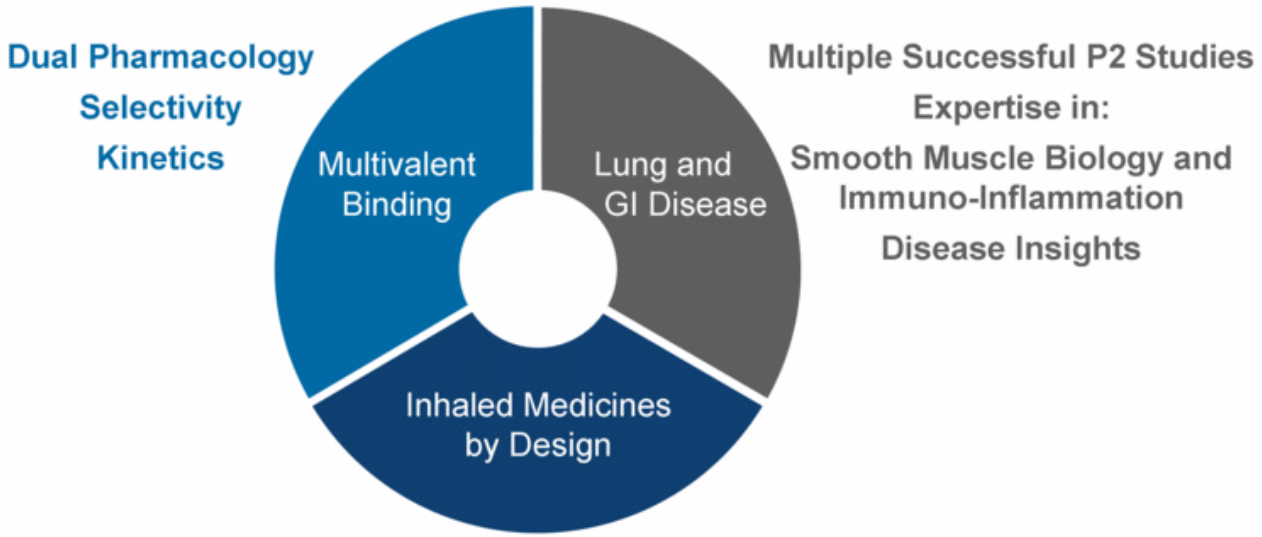
ARNI
Heart Failure

TD-4208
COPD



Goal of localization is enhanced efficacy in target tissues and limited systemic side-effects

Biological and Chemical **Research Insights** Evolved Over 15 Years Along Three Dimensions



**“Design-in” Tissue Kinetics,
Dynamics and Systemic Clearance
Translatable to GI Lumen-Restricted Drugs**

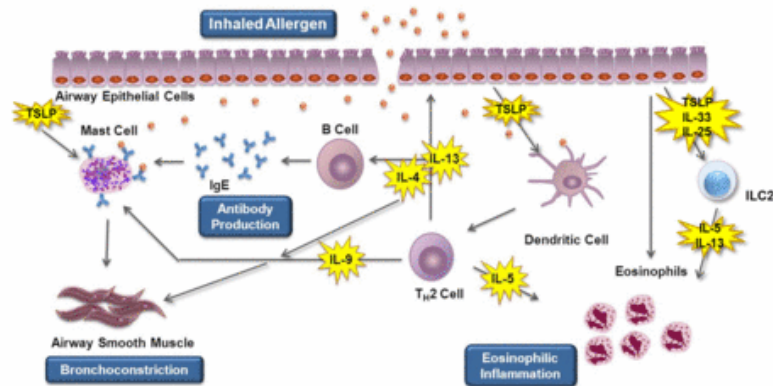
Localized Medicines for Localized Diseases

Leveraging Multivalent Design to Treat Severe Immuno-inflammatory Diseases of Lung and GI Tract



Control is **Significant Challenge** for Severe Asthma

- ~ 2M asthmatics (U.S. + EU) refractory to high-dose bronchodilator/ICS therapy¹
 - 10-15% patients account for ~50% of asthma budget²
 - Small subgroups benefit from Biologics

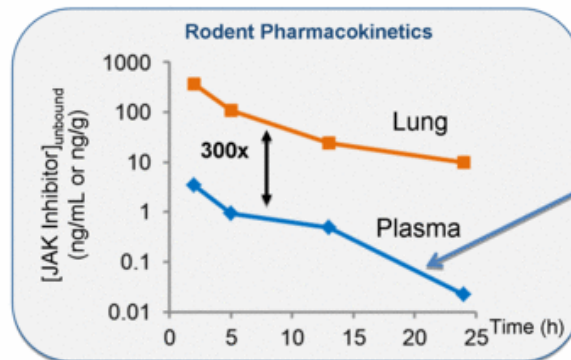


Asthma is a complex, heterogeneous disease and inhibition of multiple mediators may be required for optimal efficacy

We are Creating **Broadly Active** Inhaled Inhibitors of JAK as **Powerful** Potential Treatment for **Severe Asthma**

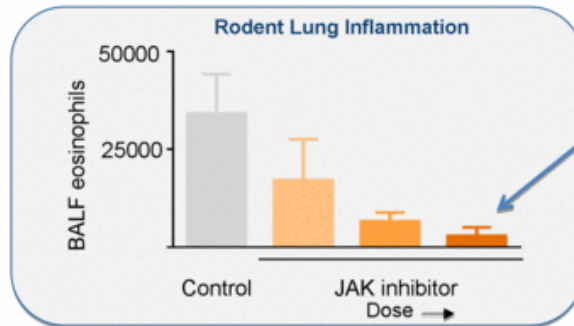
JAK is indirectly **clinically validated** by anti-cytokine biologics

Localized Drug



Low risk

Targeted Benefit

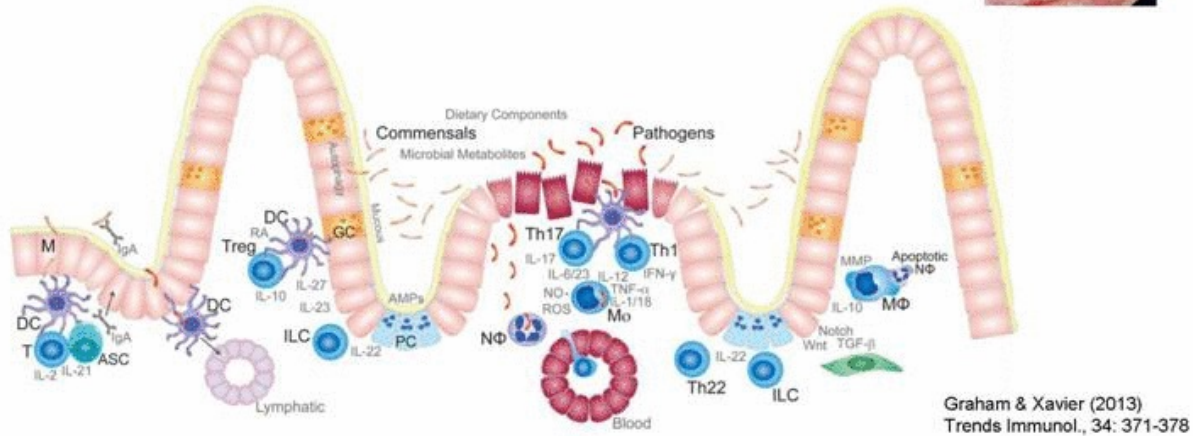


High Impact

Potential applications beyond severe asthma

Ulcerative Colitis: A Major Unmet Medical Need Remains

- ~ 680K patients in the U.S.¹
- Current treatments have limited efficacy, lose efficacy with time, or are inappropriate for long term use

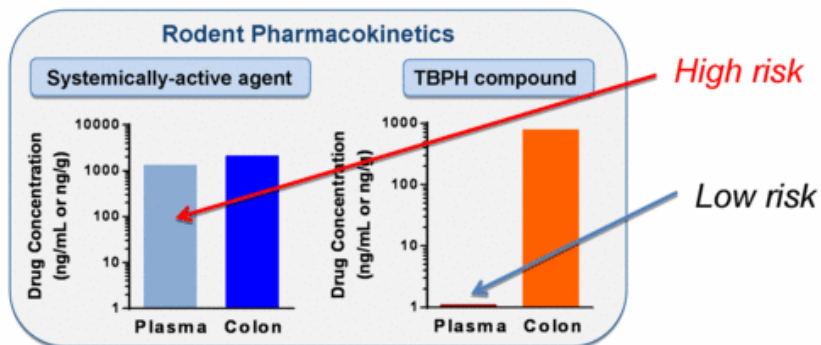


UC is a complex, heterogeneous disease, and optimal therapy may require targeting multiple inflammatory pathways

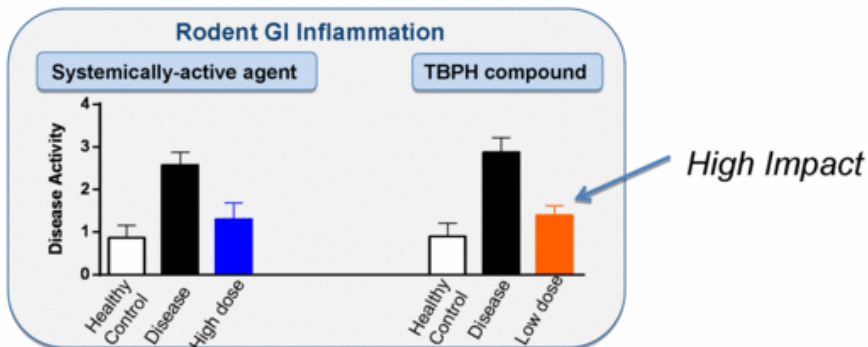
We are Creating Oral Small Molecules for Ulcerative Colitis that are **Restricted to the GI Tract**

TBPH target addresses multiple inflammatory mediators

Localized Drug



Targeted Benefit

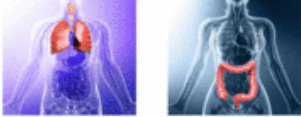


Potential applications beyond UC

Evolution of Insight at Theravance Biopharma

High Potential Early and Late Stage Programs

- We make highly impactful medicines based on our experience and our understanding of patient needs
- Today's Research leverages 15+ years of evolution of insight
- Multiple programs poised to deliver value in the near and medium term

Late Stage	Early Stage	Research
Telavancin Bacteremia	TD-6450 HCV	Localized Medicines for Localized Diseases  Lung GI
Axelopran OIC	ARNI Heart Failure	
TD-4208 COPD		



Financial Highlights and Outlook

Renee Gala
Chief Financial Officer

Financial Highlights and Outlook



Financial Management of Business

Starts with a Focus on Insight and Innovation



Objective of Tax Efficient Corporate Structure
*is to **Optimize Future Cashflows***

Financial Management of Business

Applying Insight and Innovation to Financial Operations

Financial Management of the Business

- *Integration of Finance within the Business*
- *Prioritize and Optimize Program Investments*
- *Reduce Financial Risk to Company*

VIBATIV® and TD-4208 Drive Investments in 2015

Investments in Other Programs Depend on Multiple Factors

Investment Focus for 2015

- *VIBATIV® Commercial Infrastructure*
- *Initiation of Two Phase 3 Programs*
- *Research Programs*

Financial Guidance May be Impacted by Partnering and Other Factors

2015 Financial Guidance

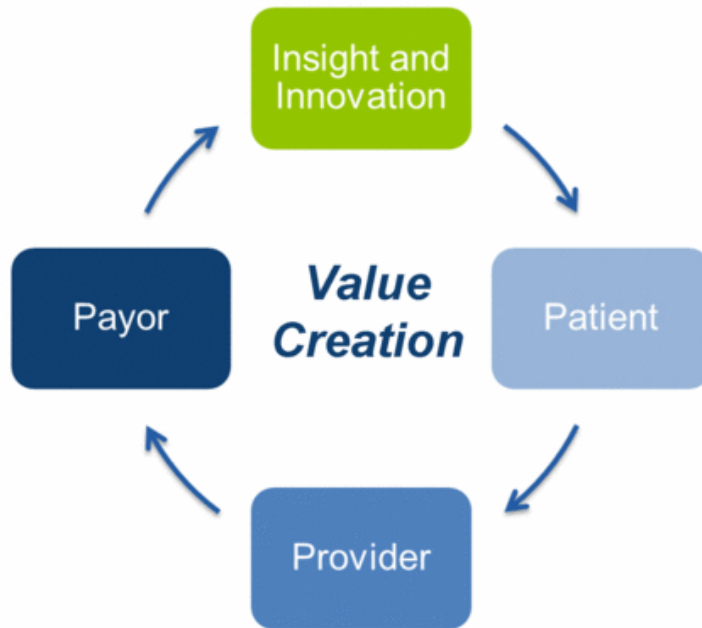
- *Operating Loss: \$150 – 160M[†]*
 - *Excluding stock-based compensation*
 - *Likely to be front-loaded*
 - *VIBATIV[®] net sales of approximately \$20M*

- *Factors that May Impact Guidance:*
 - *Partnering*
 - *Data and other program-related decisions*

The Theravance Biopharma **Strategy**

Insight and Innovation Important in Everything We Do

Leverage Our Insights to Make a Difference for Patients and Create Meaningful Value for Shareholders





Q&A Session #2



Thank You