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**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): May 4, 2016

**THERAVANCE BIOPHARMA, INC.**  
(Exact Name of Registrant as Specified in its Charter)

**Cayman Islands**  
(State or Other Jurisdiction of Incorporation)

**0001-36033**  
(Commission File Number)

**EIN 98-1226628**  
(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 8.01 Other Events**

On May 4, 2016, the Company issued a press release announcing the closing of its previously announced public offering, including the full exercise of the underwriters' option to purchase additional ordinary shares, a copy of which press release is filed as an exhibit to and incorporated by reference into this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

**Exhibit****No.****Title of Document**

99.1 Press release dated May 4, 2016.

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**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: May 4, 2016

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

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EXHIBIT INDEX

**Exhibit  
No.**

**Title of Document**

[99.1](#) Press release dated May 4, 2016.

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## Theravance Biopharma Announces Closing of Public Offering of Its Ordinary Shares

DUBLIN, IRELAND—(Marketwired - May 4, 2016) - Theravance Biopharma, Inc. (NASDAQ: TBPH) today announced that it has closed the sale of its previously announced underwritten public offering of 5,479,750 ordinary shares, including the underwriters' full exercise of their option to purchase 714,750 additional shares. The net proceeds to Theravance Biopharma from the offering are approximately \$107.7 million, after deducting the underwriting discount and estimated offering expenses.

Leerink Partners and Evercore ISI acted as the joint book-running managers for the offering. Guggenheim Securities acted as lead manager and Baird acted as co-manager.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

**Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995:** This release contains "forward-looking statements" that are subject to significant risks and uncertainties. Actual results could differ materially from those projected and Theravance Biopharma cautions investors not to place undue reliance on the forward-looking statements contained in this release. Risks and uncertainties relating to Theravance Biopharma and its business can be found in the "Risk Factors" section of Theravance Biopharma's Form 10-K, filed with the Securities and Exchange Commission ("SEC") on March 11, 2016, and in the prospectus supplement relating to the offering filed with the SEC on April 28, 2016. Theravance Biopharma undertakes no duty or obligation to update any forward-looking statements contained in this release as a result of new information, future events or changes in Theravance Biopharma's expectations.

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