

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

SCHEDULE 13D

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED  
PURSUANT TO 240.13d-2(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 9)\*

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THERAVANCE BIOPHARMA, INC.

(Name of Issuer)

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Ordinary Shares, par value, \$0.00001

(Title of Class of Securities)

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G8807B106

(CUSIP Number)

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Victoria A. Whyte

GSK plc

980 Great West Road

Brentford, Middlesex TW8 9GS

England

Telephone: +44 (0)208 047 5000

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

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August 3, 2022

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GSK plc

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

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3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

WC

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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

England and Wales

7. SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

9,644,807

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8. SHARED VOTING POWER

-0-

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9. SOLE DISPOSITIVE POWER

9,644,807

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10. SHARED DISPOSITIVE POWER

-0-

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,644,807 (1)

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(see instructions)

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.7% (2)

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14. TYPE OF REPORTING PERSON (see instructions)

CO

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Footnotes:

(1) Ordinary Shares are held of record by GSK Finance (No.3) plc, an indirect wholly owned subsidiary of GSK plc.

(2) Based on 76,115,393 shares of the Issuer's Ordinary Shares outstanding as of April 29, 2022, as reported in the Issuer's 10-Q filed with Securities and Exchange Commission, on May 6, 2022.

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## **Explanatory Note**

This Amendment No. 9 to Schedule 13D (this “Statement”) amends and supplements the statement on Schedule 13D originally filed on March 24, 2016, as amended by Amendment No. 1 filed on May 13, 2016, Amendment No. 2 filed on February 3, 2017, Amendment No. 3 filed on April 18, 2019, Amendment No. 4 filed on February 18, 2020, Amendment No. 5 filed on February 27, 2020, Amendment No. 6 filed on June 17, 2020, Amendment No. 7 filed on June 22, 2020 and Amendment No. 8 filed on February 10, 2022 (the “Schedule 13D”) with respect to the Ordinary Shares, par value \$0.00001 per share (the “Ordinary Shares”), of Theravance Biopharma, Inc., a Cayman Islands exempted company (“Theravance Biopharma”). GSK plc (“GSK”) is filing this Statement to report that on August 3, 2022, GSK Finance (No.3) plc (the “Notes Issuer”) announced that it is offering to repurchase for cash any and all of its outstanding Exchangeable Senior Notes due 2023 (the “Notes”). Theravance Biopharma’s principal executive offices are located at PO Box 309, Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

### **Item 2. Identity and background**

The response set forth in Item 2 of the Schedule 13D is hereby amended by deleting Schedule 1 in its entirety and replacing it with Schedule 1 attached.

### **Item 4. Purpose of Transaction**

Item 4 of the Schedule 13D is hereby amended by adding the following:

On August 3, 2022, the Notes Issuer announced that it is offering to repurchase for cash any and all of the Notes. The Notes are exchangeable into ordinary shares of Theravance Biopharma currently beneficially owned by the Notes Issuer’s indirect parent company GSK. The Notes are guaranteed by GSK and exchangeable at the option of noteholders into 9,644,792 of the 9,644,807 ordinary shares of Theravance Biopharma (the “Exchange Property”) currently held by GSK and its affiliates. The Notes Issuer is offering to repurchase all or part of each holder’s notes at a price equal to 100% of the principal amount of the Notes. All Notes repurchased will be cancelled by the Notes Issuer. The *pro rata* share of the Exchange Property attributable to the portion of the Notes that is repurchased will be released from the Exchange Property pursuant to the terms of the Notes.

### **Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

The information set forth in Item 4 this Schedule 13D is incorporated by reference in its entirety into this Item 6.

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**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.

Date: August 3, 2022

GSK PLC

By: /s/ Victoria A. Whyte

Victoria A. Whyte  
Authorized Signatory

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**Schedule 1**

<u>Name</u>	<u>Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
<b>Board of Directors</b>			
Emma Walmsley	980 Great West Road Brentford Middlesex TW8 9GS, England	Executive Director and Chief Executive Officer	British
Charles Bancroft	980 Great West Road Brentford Middlesex TW8 9GS, England	Company Director	US
Dr. Hal Barron	269 E. Grand Avenue, South San Francisco, CA 94080	Company Director	US
Dr. Anne Beal	980 Great West Road Brentford Middlesex TW8 9GS, England	Company Director	US
Dr. Harry (Hal) Dietz	980 Great West Road Brentford Middlesex TW8 9GS, England	Company Director	US
Dr. Laurie Glimcher	980 Great West Road Brentford Middlesex TW8 9GS, England	Company Director	US
Dr. Jesse Goodman	980 Great West Road Brentford Middlesex TW8 9GS, England	Company Director	US
Iain Mackay	980 Great West Road Brentford Middlesex TW8 9GS, England	Executive Director & Chief Financial Officer	British
Urs Rohner	980 Great West Road Brentford Middlesex TW8 9GS, England	Company Director	Swiss
Dr. Vishal Sikka	980 Great West Road Brentford Middlesex TW8 9GS, England	Company Director	US
Sir Jonathan Symonds	980 Great West Road Brentford Middlesex TW8 9GS, England	Chairman and Company Director	British
<b>GSK Leadership Team</b>			
Emma Walmsley	980 Great West Road Brentford Middlesex TW8 9GS, England	Executive Director and Chief Executive Officer	British
Roger Connor	980 Great West Road Brentford Middlesex TW8 9GS, England	President, Vaccines & Global Health	Irish
Diana Conrad	980 Great West Road Brentford Middlesex TW8 9GS, England	Chief People Officer	Canadian
James Ford	980 Great West Road Brentford Middlesex TW8 9GS, England	SVP and Group General Counsel, Legal and Compliance	British & US

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<u>Name</u>	<u>Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Sally Jackson	980 Great West Road Brentford Middlesex TW8 9GS, England	SVP, Global Communications and CEO Office	British
Iain Mackay	980 Great West Road Brentford Middlesex TW8 9GS, England	Executive Director & Chief Financial Officer	British
Luke Miels	980 Great West Road Brentford Middlesex TW8 9GS, England	Chief Commercial Officer	Australian
Shobana Ramakrishnan	980 Great West Road Brentford Middlesex TW8 9GS, England	Chief Digital & Technology Officer	US
David Redfern	980 Great West Road Brentford Middlesex TW8 9GS, England	President, Corporate Development	British
Regis Simard	980 Great West Road Brentford Middlesex TW8 9GS, England	President, Pharmaceuticals Supply Chain	French & British
Philip Thomson	980 Great West Road Brentford Middlesex TW8 9GS, England	President, Global Affairs	British
Deborah Waterhouse	980 Great West Road Brentford Middlesex TW8 9GS, England	CEO, ViiV Healthcare	British
Dr. Tony Wood	980 Great West Road Brentford Middlesex TW8 9GS, England	Chief Scientific Officer	British

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