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): **February 23, 2022**

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

Cayman Islands	**001-36033**	**Not Applicable**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Share $0.00001 Par Value	TBPH	NASDAQ Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.02. Results of Operations and Financial Condition.

On February 23, 2022, Theravance Biopharma, Inc. issued a press release and is holding a conference call regarding its financial results for the quarter and full year ended December 31, 2021 and a business update. A copy of the press release is furnished as Exhibit 99.1 to this Current Report and a copy of materials that will accompany the call is furnished as Exhibit 99.2 to this Current Report.

The information in Item 2.02 and in Item 9.01 of this Current Report on Form 8-K, including Exhibits 99.1 and 99.2, 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, nor shall it be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1	Press Release dated February 23, 2022
99.2	Slide deck entitled Fourth Quarter and Full Year 2021 Financial Results and Business Update
104	Cover Page Interactive Data File (cover page XBRL tags embedded within the Inline XBRL document)

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.

THERAVANCE BIOPHARMA, INC.

Date: February 23, 2022

By: /s/ Andrew Hindman
Andrew Hindman
Senior Vice President and Chief Financial Officer

Theravance Biopharma, Inc. Reports Fourth Quarter and Full Year 2021 Financial Results and Provides Business Update

- *Implied 35% share of YUPELRI® (revefenacin) net sales[1]: $15.3M Q4 2021 up 13% from Q4 2020, $56.7M FY 2021 up 13% from FY 2020*
- *TRELEGY Q4 2021 global net sales: $479M, up 52% from Q4 2020, $1,674M FY 2021[2] up 58% from FY 2020*
- *Continued execution of cost-cutting initiatives; FY'21 R&D OPEX favorable vs. Guidance*

DUBLIN, IRELAND – FEBRUARY 23, 2022 – Theravance Biopharma, Inc. ("Theravance Biopharma" or the "Company") (NASDAQ: TBPH) today reported financial results for the fourth quarter and full year ended December 31, 2021.

"While COVID continues to impact communities around the country and health systems are strained, YUPELRI saw the highest quarter of net sales since its launch," said Rick E Winningham, Chief Executive Officer. "I am proud of our team and their ability to find a way to service the COPD community during this challenging time. YUPELRI once a day dosing is proving increasingly important in helping over-burdened healthcare professionals provide relief to their COPD patients. In addition, GSK's TRELEGY sales reached their highest levels since launch driven by growth in the asthma indication."

"Strong performance by YUPELRI in Q4 and into 2022 will enable us to invest in our inhaled JAK inhibitor respiratory pipeline," continued Winningham. "Through an active business development program, we will continue to unlock value from our non-core asset portfolio throughout 2022. We remain on target to become sustainably cash-flow positive beginning the second half of this year."

Year-end Highlights

- **YUPELRI®** (revefenacin) inhalation solution, the first and only once-daily, nebulized bronchodilator approved in the US for the maintenance treatment of patients with chronic obstructive pulmonary disease (COPD), continued to increase market share and achieved year-over-year net sales growth of 13%; its share of the long-acting nebulized COPD market increased to 23.2% through October 2021 (up from 18.2% in October 2020).
    - On January 10, 2022, the Company announced the enrollment of the first patient in a Phase 4 study of YUPELRI® (read more about the announcement here).

Economic Interest

- **TRELEGY** (first once-daily single inhaler triple therapy for COPD and asthma)**,** in which the Company holds an economic interest, posted fourth quarter 2021 global net sales of $479 million (up from $315 million, in fourth quarter of 2020) achieving quarterly year-over-year sales growth of 52%, and full year 2021 global net sales of $1,674 million (up from $1,058 million, in 2020), achieving year-over-year sales growth of 58%; Theravance Biopharma is entitled to tiered payments equal to approximately 5.5% to 8.5% of TRELEGY global net sales.[3]

[1] *While Viatris, Inc. ("Viatris") records the total YUPELRI net sales, the Company is entitled to a 35% share of the profits and losses pursuant to a co-promotion agreement with Viatris.*

[2] *As reported by Glaxo Group Limited or one of its affiliates (GSK); reported sales converted to USD; economic interest related to TRELEGY (the combination of fluticasone furoate, umeclidinium, and vilanterol (FF/UMEC/VI), jointly developed by GSK and Innoviva, Inc.) entitles the Company to upward tiering payments equal to approximately 5.5% to 8.5% on worldwide net sales of the product (net of Theravance Respiratory Company, LLC (TRC) expenses paid and the amount of cash, if any, expected to be used by TRC over the next four fiscal quarters). 75% of the income from the Company's investment in TRC is pledged to service outstanding notes and 25% of income from the Company's investment in TRC is retained by the Company.*

[3] *As reported by Glaxo Group Limited or one of its affiliates (GSK); reported sales converted to USD; economic interest related to TRELEGY (the combination of fluticasone furoate, umeclidinium, and vilanterol (FF/UMEC/VI), jointly developed by GSK and Innoviva, Inc.) entitles the Company to upward tiering payments equal to approximately 5.5% to 8.5% on worldwide net sales of the product (net of Theravance Respiratory Company, LLC (TRC) expenses paid and the amount of cash, if any, expected to be used by TRC over the next four fiscal quarters). 75% of the income from the Company's investment in TRC is pledged to service outstanding notes and 25% of income from the Company's investment in TRC is retained by the Company.*

Fourth Quarter and Full Year Financial Results

- **Revenue:** Total revenue for the fourth quarter of 2021 was $14.9 million, comprised of non-cash collaboration revenue of $2.8 million primarily attributed to our global collaboration with Janssen and $12.1 million in Viatris collaboration revenue. Total revenue for the fourth quarter represents a $3.8 million decrease over the same period in 2020. Full year 2021 revenue was $55.3 million, comprised of non-cash collaboration revenue of $11.5 million primarily attributed to our global collaboration with Janssen and $43.8 million in Viatris collaboration revenue.

- **YUPELRI:** The Viatris collaboration revenue of $12.1 million for the fourth quarter represents amounts receivable from Viatris and is comprised of the Company's 35% share of net sales of YUPELRI as well as its proportionate amount of the total shared costs incurred by the two companies. The non-shared YUPELRI costs incurred by Theravance Biopharma are recorded within operating expenses. While Viatris records the total net sales of YUPELRI within its financial statements, our implied 35% share of net sales of YUPELRI for the fourth quarter of 2021 was $15.3 million.

  Research and Development (R&D) Expenses: R&D expenses for the fourth quarter of 2021 were $31.2 million, compared to $65.2 million in the same period in 2020. Fourth quarter R&D expenses included total non-cash share-based compensation of $3.4 million. In terms of Financial Guidance, full-year 2021 R&D expenses excluding non-cash share-based compensation and one-time restructuring costs were $168.0 million vs. Guidance of $170 million to $180 million.

  Selling, General and Administrative (SG&A) Expenses: SG&A expenses for the fourth quarter of 2021 were $21.5 million, compared to $30.1 million in the same period in 2020. Fourth quarter SG&A expenses included total non-cash share-based compensation of $5.1 million. In terms of Financial Guidance, full-year 2021 SG&A expenses excluding non-cash share-based compensation and one-time restructuring costs were $71.2 million vs. Guidance of $65 million to $75 million.

Ø **Restructuring and Related Expenses:** Restructuring expenses for the fourth quarter of 2021 were $18.4 million and primarily comprised of severance costs, termination-related benefits, one-time retention costs, and share-based compensation expense. Full year 2021 restructuring and related expenses were $20.1 million. Cash restructuring expenses were $9.8 million for the fourth quarter of 2021 and $11.5 million for full-year 2021; non-cash restructuring expenses were $8.6 million for the fourth quarter of 2021 and for the full-year 2021.

Operating Loss: Operating loss for the fourth quarter of 2021 was $56.2 million compared to $76.5 million in the same period of 2020. Full year 2021 operating loss was $257.8 million, or $195.7 million excluding share-based compensation expense compared to $297.8 million, or $234.8 million excluding share-based compensation expense in 2020.

Cash Position: Cash, cash equivalents and marketable securities totaled $173.5 million as of December 31, 2021.

2022 Financial Guidance

- **Operating Expenses** (excluding share-based compensation and one-time restructuring costs)**:** The Company expects full year 2022 R&D expense of $45 million to $55 million and SG&A expense of $35 million to $45 million.
- The Company expects to be **sustainably cash-flow positive beginning 2H 2022**.

Conference Call and Live Webcast Today at 5:00 pm ET

Theravance Biopharma will hold a conference call and live webcast accompanied by slides today at 5:00 pm ET / 2:00 pm PT / 10:00 pm GMT. To participate in the live call by telephone, please dial (855) 296-9648 from the US or (920) 663-6266 for international callers, using the confirmation code 7456139. Those interested in listening to the conference call live via the internet may do so by visiting Theravance Biopharma's website at www.theravance.com, under the Investors section, Presentations and Events.

A replay of the conference call will be available on Theravance Biopharma's website for 30 days through March 25, 2022. An audio replay will also be available through 8:00 pm ET on March 2, 2022 by dialing (855) 859-2056 from the US, or (404) 537-3406 for international callers, and then entering confirmation code 7456139.

About Theravance Biopharma

Theravance Biopharma, Inc. is a biopharmaceutical company primarily focused on the discovery, development and commercialization of respiratory medicines. Its core purpose is to create medicines that help improve the lives of patients suffering from respiratory illness.

In pursuit of its purpose, Theravance Biopharma leverages decades of respiratory expertise to discover and develop transformational medicines that make a difference. These efforts have led to the development of FDA-approved YUPELRI® (revefenacin) inhalation solution indicated for the maintenance treatment of patients with chronic obstructive pulmonary disease (COPD). Its respiratory pipeline of internally discovered programs is targeted to address significant patient respiratory needs.

Theravance Biopharma has an economic interest in potential future payments from Glaxo Group Limited or one of its affiliates (GSK) pursuant to its agreements with Innoviva, Inc. relating to certain programs, including TRELEGY.

For more information, please visit www.theravance.com.

THERAVANCE BIOPHARMA®, THERAVANCE®, and the Cross/Star logo are registered trademarks of the Theravance Biopharma group of companies (in the US and certain other countries).

YUPELRI® is a registered trademark of Mylan Specialty L.P., a Viatris Company. Trademarks, trade names or service marks of other companies appearing on this press release are the property of their respective owners.

Forward-Looking Statements

This press release contains and the conference call will contain 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, expectations 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. Examples of such statements include statements relating to: the Company's goals, designs, strategies, plans and objectives, the impact of the Company's restructuring plan, ability to provide value to shareholders, the Company's regulatory strategies and timing of clinical studies (including the data therefrom), the potential characteristics, benefits and mechanisms of action of the Company's product and product candidates, the potential that the Company's research programs will progress product candidates into the clinic, the Company's expectations for product candidates through development and the market for products being commercialized, the Company's expectations regarding its allocation of resources, potential regulatory actions and commercialization (including differentiation from other products or potential products and addressable market), product sales or profit share revenue and the Company's expectations for its expenses, excluding share-based compensation and other financial results. These statements are based on the current estimates and assumptions of the management of Theravance Biopharma as of the date of the press release and the conference call 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: disagreements with Innoviva, Inc. and TRC LLC, the uncertainty of arbitration and litigation and the possibility that the results of these proceedings could be adverse to the Company, additional future analysis of the data resulting from our clinical trial(s), delays or difficulties in commencing, enrolling or completing clinical studies, the potential that results from clinical or non-clinical studies indicate the Company's compounds, products or product candidates are unsafe, ineffective or not differentiated, risks of decisions from regulatory authorities that are unfavorable to the Company, the feasibility of undertaking future clinical trials based on policies and feedback from regulatory authorities, dependence on third parties to conduct clinical studies, delays or failure to achieve and maintain regulatory approvals for product candidates, risks of collaborating with or relying on third parties to discover, develop, manufacture and commercialize products, and risks associated with establishing and maintaining sales, marketing and distribution capabilities with appropriate technical expertise and supporting infrastructure, ability to retain key personnel, the impact of the Company's restructuring actions on its employees, partners and others. In addition, while we expect the effects of COVID-19 to continue to adversely impact our business operations and financial results, the extent of the impact on our ability to generate revenue from YUPELRI® (revefenacin), our clinical development programs, and the value of and market for our ordinary shares, will depend on future developments that are highly uncertain and cannot be predicted with confidence at this time. These potential future developments include, but are not limited to, the ultimate duration of the COVID-19 pandemic, travel restrictions, quarantines, social distancing and business closure requirements in the United States and in other countries, other measures taken by us and those we work with to help protect individuals from contracting COVID-19, and the effectiveness of actions taken globally to contain and treat the disease, including vaccine availability, distribution, acceptance and effectiveness. Other risks affecting Theravance Biopharma are in the Company's Form 10-Q filed with the SEC on November 8, 2021 and other periodic reports filed with the SEC. In addition to the risks described above and in Theravance Biopharma's 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.

Contact: Gail B. Cohen
Corporate Communications / 917-214-6603

THERAVANCE BIOPHARMA, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Three Months Ended December 31,		Year Ended December 31,	
	2021	2020	2021	2020
	(Unaudited)		(Unaudited)	(1)
Revenue:				
Collaboration revenue	$ 2,813	$ 7,083	$ 11,463	$ 26,464
Licensing revenue	-	-	-	1,500
Viatris collaboration agreement	12,132	11,647	43,848	43,893
Total revenue	14,945	18,730	55,311	71,857
Costs and expenses:				
Research and development (2)	31,225	65,165	193,657	260,953
Selling, general and administrative (2)	21,516	30,055	99,296	108,661
Restructuring and related expenses (2)	18,371	-	20,142	-
Total costs and expenses	71,112	95,220	313,095	369,614
Loss from operations	(56,167)	(76,490)	(257,784)	(297,757)
Income from investment in TRC, LLC	35,305	20,139	103,987	68,438
Interest expense	(11,662)	(11,680)	(46,889)	(44,585)
Loss on extinguishment of debt	-	-	-	(15,464)
Interest and other income, net	338	798	1,109	2,831
Loss before income taxes	(32,186)	(67,233)	(199,577)	(286,537)
Provision for income tax benefit	151	8,799	151	8,520
Net loss	$ (32,035)	$ (58,434)	$ (199,426)	$ (278,017)
Net loss per share:				
Basic and diluted net loss per share	$ (0.43)	$ (0.92)	$ (2.87)	$ (4.46)
Shares used to compute basic and diluted net loss per share	73,960	63,725	69,461	62,345

(1) The condensed consolidated statement of operations for the year ended December 31, 2020 has been derived from the audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2020.

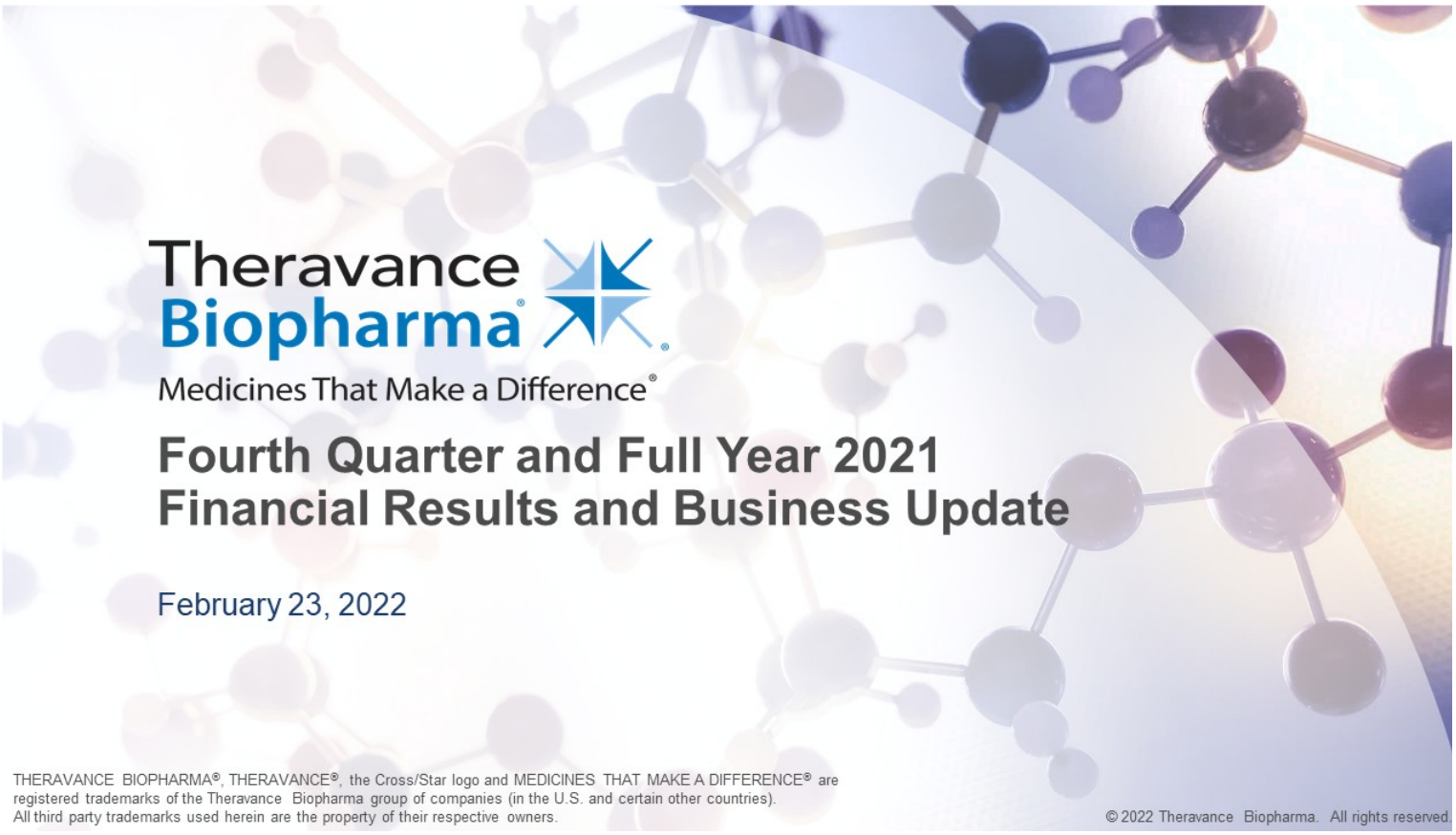
(2) Amounts include share-based compensation expense as follows:

	Three Months Ended December 31,		Year Ended December 31,	
(In thousands)	2021	2020	2021	2020
Research and development	$ 3,442	$ 7,570	$ 25,634	$ 31,294
Selling, general and administrative	5,113	7,981	28,065	31,682
Restructuring and related expenses	8,362	-	8,362	-
Total share-based compensation expense	$ 16,917	$ 15,551	$ 62,061	$ 62,976

THERAVANCE BIOPHARMA, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands)

	December 31, 2021 (Unaudited)	December 31, 2020 (1)
Assets		
Current assets:		
Cash and cash equivalents and short-term marketable securities	$ 173,465	$ 292,941
Receivables from collaborative arrangements	14,065	15,868
Amounts due from TRC, LLC	43,534	53,799
Prepaid clinical and development services	10,245	20,374
Other prepaid and current assets	8,561	10,359
Total current assets	249,870	393,341
Property and equipment, net	13,657	16,422
Operating lease assets	39,690	43,260
Equity in net assets of TRC, LLC	67,537	12,750
Restricted cash	836	833
Other assets	3,229	2,451
Total assets	$ 374,819	$ 469,057
Liabilities and Shareholders' Deficit		
Current liabilities	$ 58,587	$ 123,571
Convertible senior notes due 2023, net	228,035	226,963
Non-recourse notes due 2035, net	371,359	372,873
Long-term operating lease liabilities	52,681	47,220
Other long-term liabilities	2,730	2,181
Shareholders' deficit	(338,573)	(303,751)
Total liabilities and shareholders’ deficit	$ 374,819	$ 469,057

(1) The condensed consolidated balance sheet as of December 31, 2020 has been derived from the audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2020.



Forward-looking statements

Under the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995, the company cautions investors that any forward-looking statements or projections made by the company are subject to risks and uncertainties that may cause actual results to differ materially from the forward-looking statements or projections.

Examples of forward-looking statements in this presentation may include the Company's goals, designs, strategies, plans and objectives, the impact of the Company's restructuring plan, ability to provide value to shareholders, the Company's regulatory strategies and timing of clinical studies (including the data therefrom), the potential characteristics, benefits and mechanisms of action of the Company's product and product candidates, the potential that the Company's research programs will progress product candidates into the clinic, the Company's expectations for product candidates through development and the market for products being commercialized, the Company's expectations regarding its allocation of resources, potential regulatory actions and commercialization (including differentiation from other products or potential products and addressable market), product sales or profit share revenue and the Company's expectations for its expenses, excluding share-based compensation and other financial results.

The company's forward-looking statements are based on the estimates and assumptions of management as of the date of this presentation and are subject to risks and uncertainties that may cause the actual results to be materially different than those projected, such as risks related to the impacts on the COVID-19 global pandemic on our business, disagreements with Innoviva, Inc. and TRC LLC, the uncertainty of arbitration and litigation and the possibility that the results of these proceedings could be adverse to the Company, additional future analysis of the data resulting from our clinical trial(s), delays or difficulties in commencing, enrolling or completing clinical studies, the potential that results from clinical or non-clinical studies indicate the Company's compounds, products or product candidates are unsafe, ineffective or not differentiated, risks of decisions from regulatory authorities that are unfavorable to the Company, the feasibility of undertaking future clinical trials based on policies and feedback from regulatory authorities, dependence on third parties to conduct clinical studies, delays or failure to achieve and maintain regulatory approvals for product candidates, risks of collaborating with or relying on third parties to discover, develop, manufacture and commercialize products, and risks associated with establishing and maintaining sales, marketing and distribution capabilities with appropriate technical expertise and supporting infrastructure, ability to retain key personnel, the impact of the Company's restructuring actions on its employees, partners and others.

Other risks affecting Theravance Biopharma are in the company's Form 10-Q filed with the SEC on November 8, 2021, and other periodic reports filed with the SEC.

Agenda

Introduction	**Gail B. Cohen** Vice President, Corporate Communications
Overview	**Rick E Winningham** Chief Executive Officer
Commercial and Development Update	**Rhonda F. Farnum** Senior Vice President, Commercial and Medical Affairs **Richard A. Graham** Senior Vice President, Research and Development
Financial Update	**Andrew A. Hindman** Senior Vice President, Chief Financial Officer
Closing Remarks	**Rick E Winningham** Chief Executive Officer

Rapid transition to a streamlined, respiratory focused Theravance Biopharma

Focus on leveraging expertise in developing and commercializing respiratory therapeutics

Streamlined R&D investment to focus on highest value core respiratory opportunities

Leverage partnerships to unlock value of pipeline non-core assets

Significant cost reduction program reduces Company size to become sustainably cash-flow positive beginning 2H 2022

Overarching goal: maximize shareholder value

Key pillars of respiratory-focused value creation plan

YUPELRI®

- Consensus US peak year sales of ~$400 million[1]
- Q4 2021 net sales of $44 million implies run rate annual sales of ~$180 million
- YUPELRI remains early in its product lifecycle; has demonstrated quarter-over-quarter market share growth
- TBPH hospital-based and Viatris community-based sales forces continue driving growth
- PIFR-2 study intended to capture more of the addressable market and further strengthen its competitive advantage
- Long patent life

Core Respiratory Pipeline

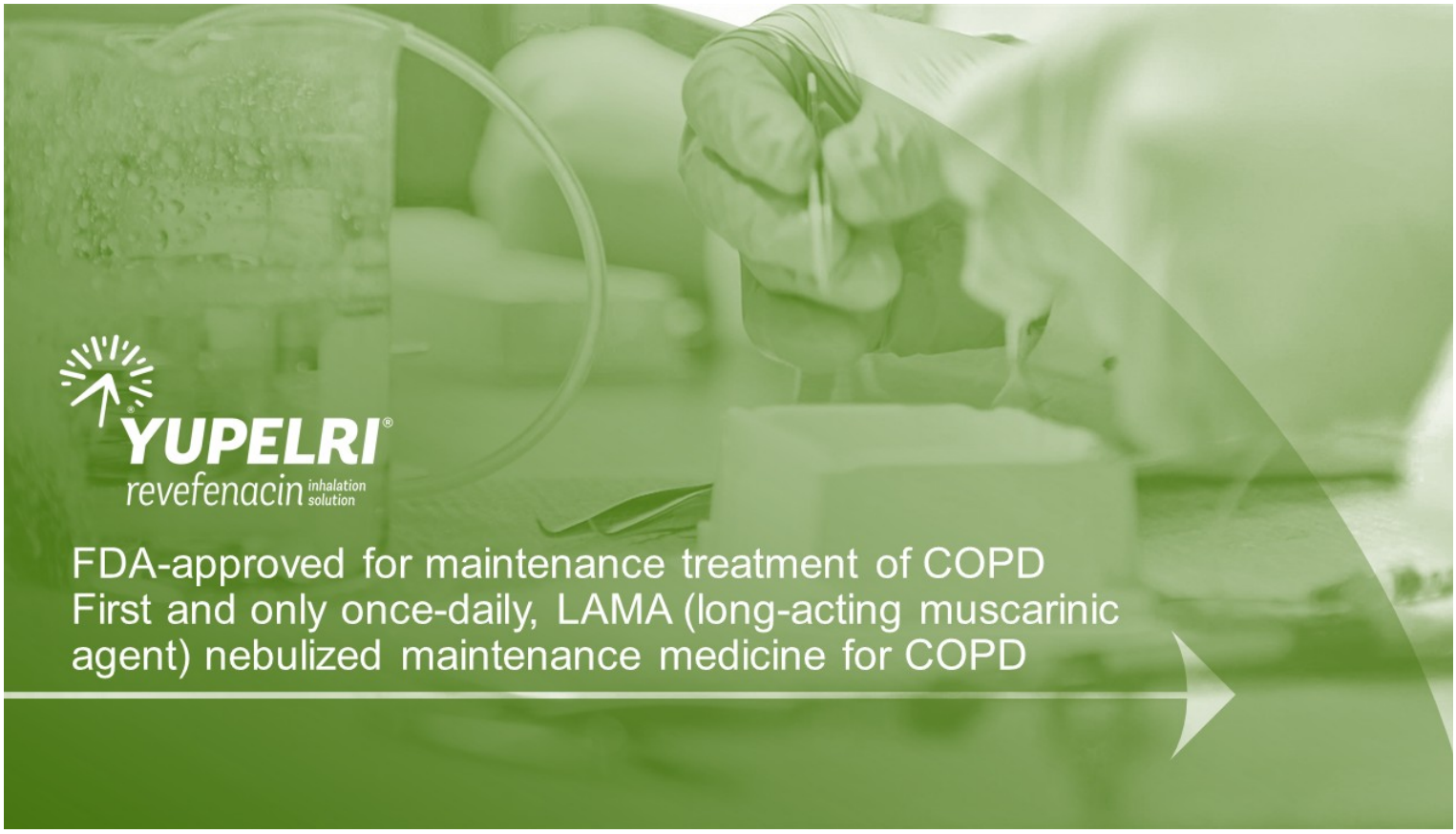
Near-term catalysts will inform upside potential of focused pipeline:

- Inhaled JAK inhibitor portfolio, with the most advanced candidate being nezulcitinib (TD-0903), initially targeting acute lung injury and fibrotic disease
- Dry-powder inhaled JAK inhibitors to proceed into clinic with next generation compounds after securing partnership

TRELEGY

- Consensus global peak year sales of ~$3.6 billion[2]
- Q4 2021 net sales of $479 million implies run rate annual sales of ~$1.9 billion[3]
- Long patent life
- TRELEGY-related cash flows to TBPH to increase substantially (once non-recourse note is fully repaid)[3]

1. Source: TBPH Analysts Consensus [8] December 9, 2021. 2. Source: Bloomberg GSK Analysts Consensus February 15, 2022. 3. TBPH holds 85% economic interest in upward-tiering royalty stream of 6.5% – 10% payable by GSK (net of TRC expenses paid and the amount of cash, if any, expected to be used by TRC pursuant to the TRC Agreement over the next four fiscal quarters). 75% of TRC income received is pledged to service outstanding notes, 25% of royalties retained by TBPH. Our non-recourse Triple II 9.5% Fixed Rate Term Notes are due on or before 2035.
JAK, Janus kinase; PIFR, peak inspiratory flow rate.


YUPELRI®
revefenacin inhalation solution
FDA-approved for maintenance treatment of COPD
First and only once-daily, LAMA (long-acting muscarinic agent) nebulized maintenance medicine for COPD

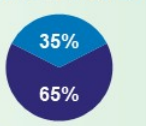
YUPELRI® (revefenacin) inhalation solution

FDA-approved for maintenance treatment of COPD
First and only once-daily, nebulized maintenance medicine for COPD

- Once-daily LAMAs are first-line therapy for moderate-to-very severe COPD[1]
- 9% of COPD patients (~800,000) use nebulizers for ongoing maintenance therapy; 41% use nebulizers at least occasionally for bronchodilator therapy[2]

- **TBPH** and **VTRS** worldwide strategic collaboration to develop and commercialize nebulized YUPELRI (revefenacin)
- Companies co-promote under US profit/loss share

Theravance Biopharma

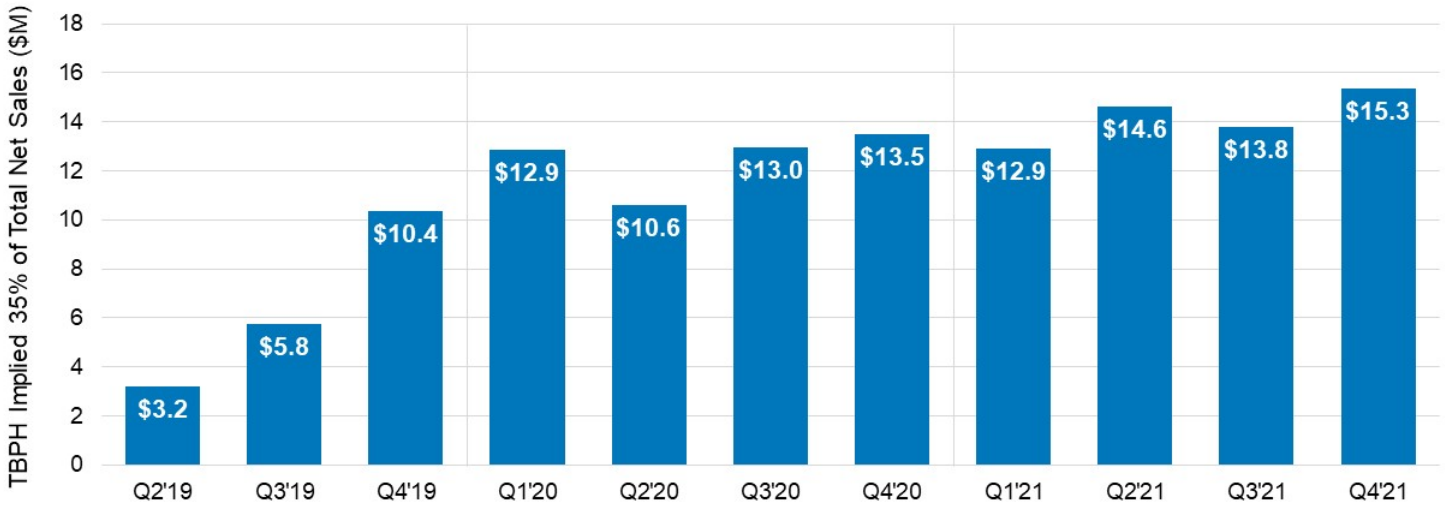


VIATRIS™

1. Global Initiative for Chronic Obstructive Lung Disease 2022 Report, htttps://goldcopd.org.
2. TBPH market research (N = 160 physicians); refers to US COPD patients.
COPD, chronic obstructive pulmonary disease; LAMA, long-acting muscarinic antagonist.

Theravance Biopharma
MedicinesThat Make a Difference

TBPH implied 35% of YUPELRI® US net sales by quarter

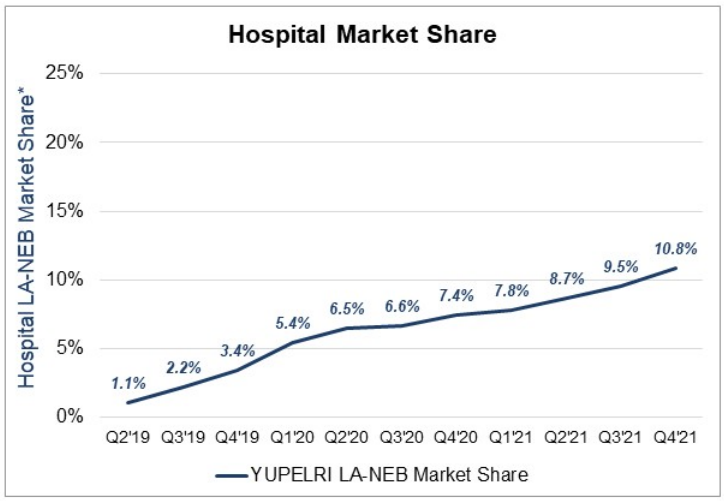


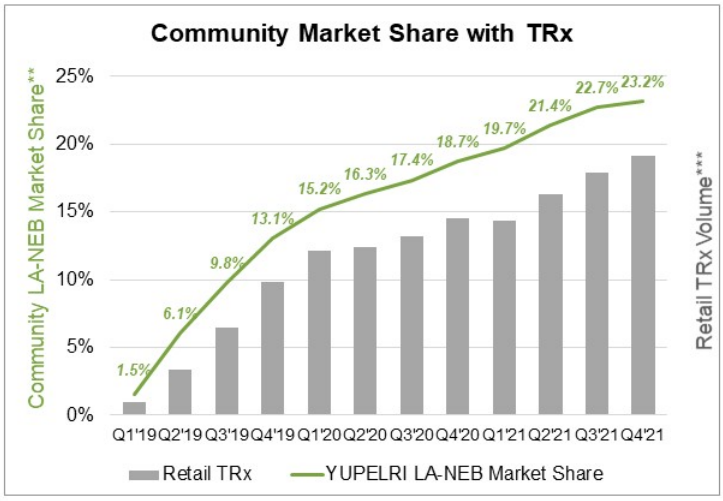
TBPH implied 35% of YUPELRI US net sales represents TBPH's portion of the combined TBPH and VIATRIS net revenue

See TBPH 10K filed February 26, 2021 for greater detail re TBPH implied 35%.

YUPELRI® hospital sales and community TRx trends

Continued market share growth across both the hospital and retail channels





Most patients who receive YUPELRI® in the hospital are discharged with an Rx[1]

TRx volume represents retail only which is typically 33% of Retail + DME

Reported DME volume, while lagged, typically follows Retail volume trends

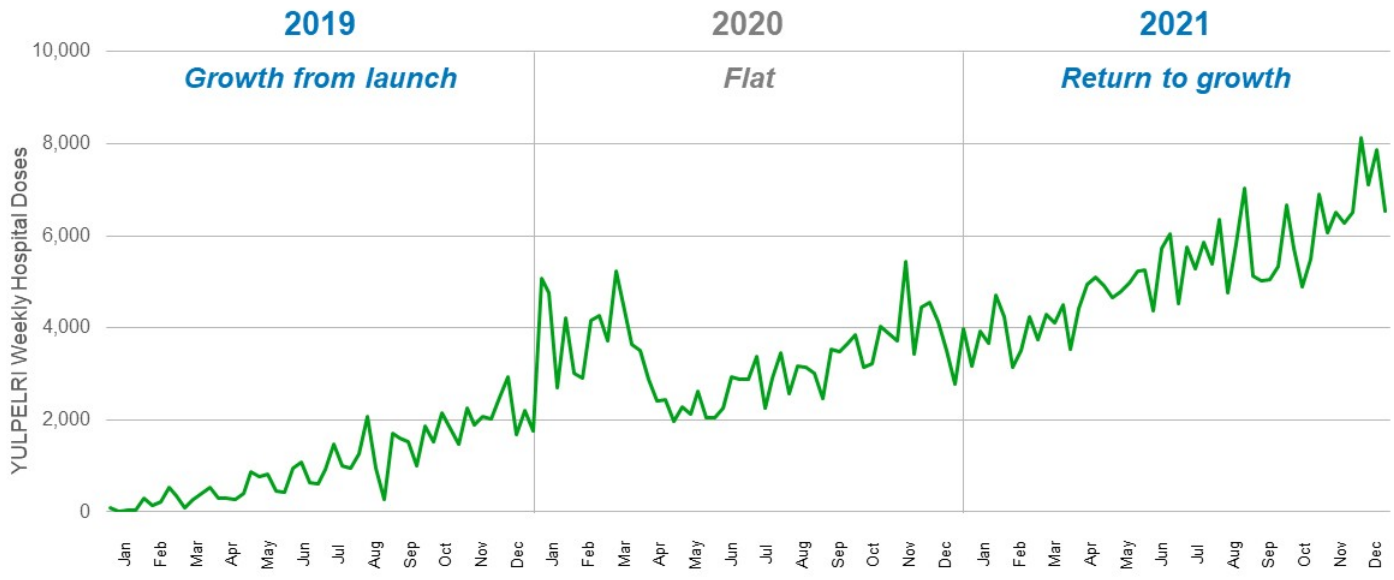
LA-NEB Market: YUPELRI, BROVANA, LONHALA, PERFOROMIST, arformoterol, formoterol

**Community LA-NEB Market Share includes Retail + DME / Med B FFS through Oct'21

Theravance Biopharma
Medicines That Make a Difference

1. Joint VTRS/TBPH Market Research.
* Hospital LA-NEB Market Share - IQVIA DDD through 12/31/2021.
** Community LA-NEB Market Share - IQVIA XPO Excl. LTC (Retail) and SolutionsRx (DME / Med B FFS) through 10/31/2021 (Q4'21 Community LA-NEB Market Share Incomplete).
*** Retail TRx Volume - Symphony Health METYS Prescription Dashboard through 12/31/2021.

YUPELRI® hospital volume has returned to growth



Source: IQVIA DDD through 12/31/2021.

Favorable YUPELRI® outlook in 2022 and beyond

Observations from the field[1]

- Pulmonologists / other HCPs have resumed routine testing to evaluate and diagnose COPD patients
- In office nebulization for COPD patients has resumed
- 99% of hospital-based HCPs support nebulization regardless of COVID-19 status if proper PPE is worn
- More hospitals becoming or are "all neb"
- QD dosing important to alleviate health systems overwhelmed by rising COVID-19 cases (over-taxed hospitals and long-term care facilities)

Additional potential growth opportunities

- **PIFR-2 study:** intended to capture more of the addressable market and further strengthen its competitive advantage
- **China opportunity**: exclusive rights licensed to Viatris in 2019; potential development and sales milestones totaling $54M / low double-digit tiered royalties on net sales

1. Data on file from TBPH survey of HCPs October 2020-October 2021.
COPD, chronic obstructive pulmonary disease; PIFR, peak inspiratory flow rate; PPE, personal protective equipment; QD, once a day.

Pipeline focused on highest value core respiratory opportunities

New Theravance Biopharma: Core Respiratory

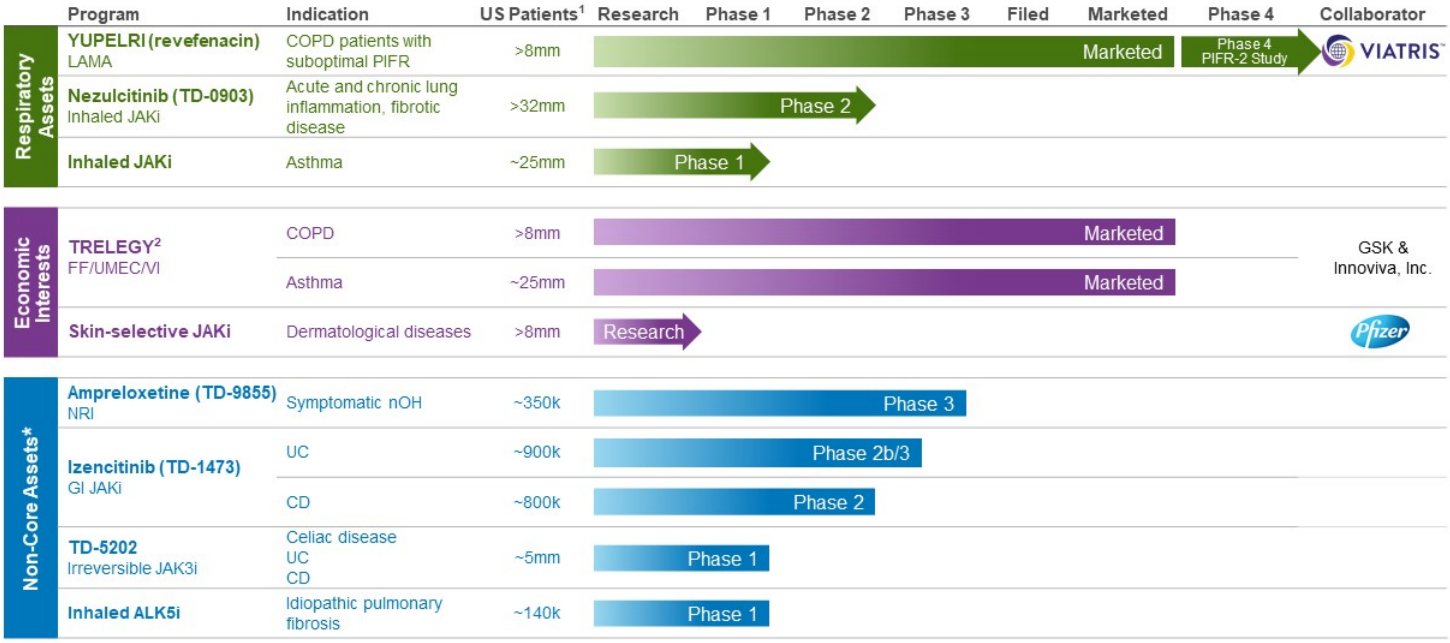
Focused pipeline of core respiratory programs[1]

- PIFR-2 Phase 4 study intended to capture more of the addressable market and further strengthen its competitive advantage
- Inhaled JAK inhibitor portfolio which includes nezulcitinib

Implement partnering strategy to maximize value of pipeline assets

1. Excluding programs that are in the process of being wound down following restructuring.
JAK, Janus kinase; PIFR, peak inspiratory flow rate.

A new, respiratory focused Theravance Biopharma



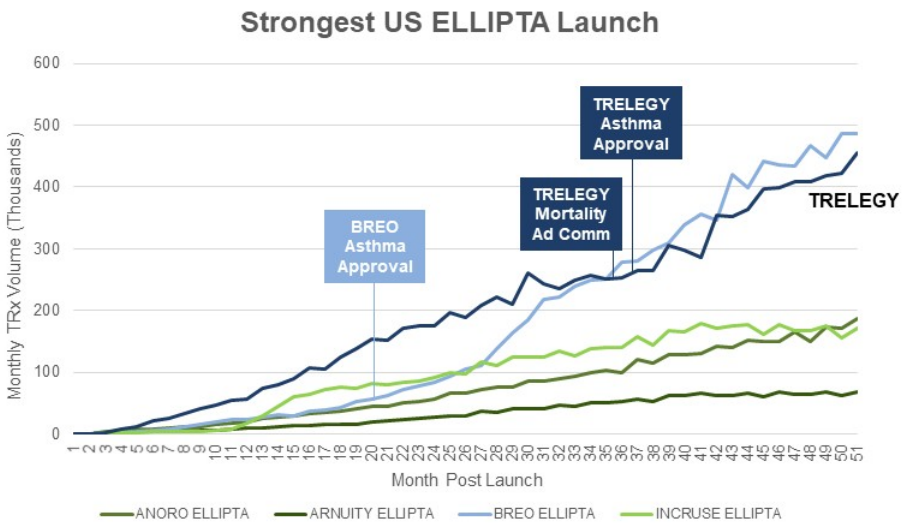
*Limited additional capital investment planned post Q1 2022

1. TBPH estimate derived from integrating multiple data sources 2. TBPH holds 85% economic interest in upward-tiering royalty stream of 6.5% – 10% payable by GSK (net of TRC expenses paid and the amount of cash, if any, expected to be used by TRC pursuant to the TRC Agreement over the next four fiscal quarters). 75% of TRC income received is pledged to service outstanding notes, 25% of royalties received retained by TBPH. All statements concerning TRELEGY ELLIPTA based on publicly available information. ALK5i, transforming growth factor β receptor I kinase inhibitor; CD, Crohn's disease; COPD, chronic obstructive pulmonary disease; FF/UMEC/VI, fluticasone furoate/umeclidinium/ vilanterol; JAKi, JAK inhibitor; LAMA, long-acting muscarinic antagonist ;nOH, neurogenic orthostatic hypotension; NRI, norepinephrine reuptake inhibitor; PIFR, peak inspiratory flow rate; UC, ulcerative colitis.


Economic interest
GSK's TRELEGY ELLIPTA (FF/UMEC/VI):
First and only once-daily single inhaler triple therapy

Economic interest in GSK's TRELEGY

Upward-tiering royalties of ~5.5–8.5% of global net sales[1]



Launched in US in November 2017

Source: GSK, Symphony Health Metys monthly TRx data for the time period Sept'13 to Dec'21.

TRELEGY

- Q4 global net sales of $479M
- Year-over-year sales growth of 52% from the same period in 2020
- TRELEGY now has 53% of US triple therapy patients for COPD and 71% global share

Theravance Biopharma
MedicinesThat Make a Difference

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Fourth quarter 2021 financial highlights

$173.5 million cash[1] as of December 31, 2021

($, in thousands)	Three Months Ended December 31,		Year Ended December 31,	
	2021	2020	2021	2020
	(Unaudited)		(Unaudited)	
Revenue:				
Collaboration revenue	$ 2,813	$ 7,083	$ 11,463	$ 26,464
Licensing revenue	—	—	—	1,500
Viatris collaboration agreement	12,132	11,647	43,848	43,893
Total revenue	14,945	18,730	55,311	71,857
Costs and expenses:				
Research and development[2]	31,225	65,165	193,657	260,953
Selling, general and administrative[2]	21,516	30,055	99,296	108,661
Restructuring and related expenses[2]	18,371	—	20,142	—
Total costs and expenses	71,112	95,220	313,095	369,614
Loss from operations	**(56,167)**	**(76,490)**	**(257,784)**	**(297,757)**
Share-based compensation expense:				
Research and development	3,442	7,570	25,634	31,294
Selling, general and administrative	5,113	7,981	28,065	31,682
Restructuring and related expenses	8,362	—	8,362	—
Total share-based compensation expense	16,917	15,551	62,061	62,976
Operating expense excluding share-based compensation and one-time restructuring expense:				
Research and development operating expense[3]	27,783	57,595	168,023	229,659
Selling, general and administrative operating expense[3]	16,403	22,074	71,231	76,979

1. Cash, cash equivalents and marketable securities.
2. Amounts include share-based compensation.
3. Excludes share-based compensation and restructuring expense.

Financial Guidance

Execution of cost-cutting initiatives resulted in lower FY 2021 Actuals vs. OPEX guidance[1]:

- R&D: $168M Actuals vs. range of $170–$180M
- SG&A: $71M Actuals vs. range of $65–$75M

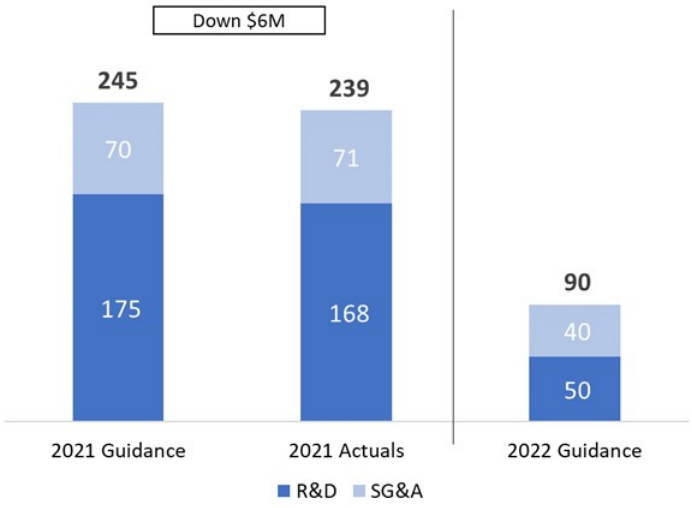
Reiterating 2022 OPEX guidance[1]:

- R&D: range of $45–55M
- SG&A: range of $35–45M

2022 guidance includes **~$10M in non-recurring spend,** mostly in R&D:

- Majority in Q1 to support completion of late-stage programs
- OPEX Q2 and onward will reflect recurring spend only

Guidance Mid-Point: OPEX ($M)[1]



Theravance Biopharma is projected to be sustainably cash-flow positive beginning in 2H 2022

1. Excluding share-based compensation (SBC) and one-time restructuring, severance and termination costs.

Rapid transition to a streamlined, respiratory focused Theravance Biopharma

Focus on leveraging expertise in developing and commercializing respiratory therapeutics

Streamlined R&D investment to focus on highest value core respiratory opportunities

Leverage partnerships to unlock value of pipeline non-core assets

Significant cost reduction program reduces Company size to become sustainably cash-flow positive beginning 2H 2022

Overarching goal: maximize shareholder value


Rick E Winningham
Chairman and Chief Executive Officer
Andrew A. Hindman
Senior Vice President, Chief Financial Officer
Rhonda F. Farnum
Senior Vice President, Commercial and Medical Affairs
Q&A Session
Richard A. Graham
Senior Vice President, Research and Development

YUPELRI® (revefenacin) inhalation solution

YUPELRI® inhalation solution is indicated for the maintenance treatment of patients with chronic obstructive pulmonary disease (COPD).

Important Safety Information (US)

YUPELRI is contraindicated in patients with hypersensitivity to revefenacin or any component of this product.

YUPELRI should not be initiated in patients during acutely deteriorating or potentially life-threatening episodes of COPD, or for the relief of acute symptoms, i.e., as rescue therapy for the treatment of acute episodes of bronchospasm. Acute symptoms should be treated with an inhaled short-acting beta2-agonist.

As with other inhaled medicines, YUPELRI can produce paradoxical bronchospasm that may be life-threatening. If paradoxical bronchospasm occurs following dosing with YUPELRI, it should be treated immediately with an inhaled, short-acting bronchodilator. YUPELRI should be discontinued immediately and alternative therapy should be instituted.

YUPELRI should be used with caution in patients with narrow-angle glaucoma. Patients should be instructed to immediately consult their healthcare provider if they develop any signs and symptoms of acute narrow-angle glaucoma, including eye pain or discomfort, blurred vision, visual halos or colored images in association with red eyes from conjunctival congestion and corneal edema.

Worsening of urinary retention may occur. Use with caution in patients with prostatic hyperplasia or bladder-neck obstruction and instruct patients to contact a healthcare provider immediately if symptoms occur.

Immediate hypersensitivity reactions may occur after administration of YUPELRI. If a reaction occurs, YUPELRI should be stopped at once and alternative treatments considered.

The most common adverse reactions occurring in clinical trials at an incidence greater than or equal to 2% in the YUPELRI group, and higher than placebo, included cough, nasopharyngitis, upper respiratory infection, headache and back pain.

Coadministration of anticholinergic medicines or OATP1B1 and OATP1B3 inhibitors with YUPELRI is not recommended.

YUPELRI is not recommended in patients with any degree of hepatic impairment.

OATP, organic anion transporting polypeptide.

About YUPELRI® (revefenacin) inhalation solution

YUPELRI® (revefenacin) inhalation solution is a once-daily nebulized LAMA approved for the maintenance treatment of COPD in the US.

Market research by Theravance Biopharma indicates approximately 9% of the treated COPD patients in the US use nebulizers for ongoing maintenance therapy.[1] LAMAs are a cornerstone of maintenance therapy for COPD and YUPELRI® is positioned as the first once-daily single-agent bronchodilator product for COPD patients who require, or prefer, nebulized therapy. YUPELRI®'s stability in both metered dose inhaler and dry powder device formulations suggest that this LAMA could also serve as a foundation for novel handheld combination products.

1. TBPH market research (N=160 physicians); refers to US COPD patients.
COPD, chronic obstructive pulmonary disease; LAMA, long-acting muscarinic antagonist.