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

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**FORM 8-K**

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

Date of Report (Date of earliest event Reported): April 26, 2022

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

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

**001-36033**  
(Commission File Number)

**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 number, including area code, of principal executive offices)

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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:

| <b>Title of each class:</b>        | <b>Trading Symbol(s)</b> | <b>Name of each exchange on which registered:</b> |
|------------------------------------|--------------------------|---------------------------------------------------|
| 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.

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

(a) The 2022 Annual General Meeting of Shareholders (the “Annual Meeting”) of Theravance Biopharma, Inc. (the “Company”) was held on April 26, 2022.

(b) Shareholders holding 70,835,856 shares of capital stock, representing 93.33% of the total number of shares outstanding and entitled to vote at the Annual Meeting, were present in person or by proxy at the Annual Meeting.

The nominees listed below were elected Class II members of the Board of Directors with the respective numbers of shares voted set forth opposite their names:

| <b>Nominees</b>                   | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-----------------------------------|------------|----------------|----------------|-------------------------|
| Rick E Winningham                 | 63,397,131 | 2,412,238      | 39,123         | 4,987,364               |
| <i>Percentage of Shares Voted</i> | 96.28%     | 3.66%          | 0.06%          | —                       |
| Donal O’Connor                    | 63,706,953 | 2,108,902      | 32,637         | 4,987,364               |
| <i>Percentage of Shares Voted</i> | 96.75%     | 3.20%          | 0.05%          | —                       |

The shareholders ratified the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022. The voting results are set forth below:

|                                   | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-----------------------------------|------------|----------------|----------------|-------------------------|
| Number of Shares Voted            | 69,822,946 | 873,738        | 139,172        | —                       |
| <i>Percentage of Shares Voted</i> | 98.57%     | 1.23%          | 0.20%          | —                       |

For more information about the foregoing proposals, see the Company’s Proxy Statement.

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**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: April 28, 2022

By: /s/ Brett Grimaud

Brett Grimaud

General Counsel

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