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): **November 3, 2021**

THERAVANCE BIOPHARMA, INC.

(Exact Name of Registrant as Specified in its Charter)

Cayman Islands	**001-36033**	**98-1226628**
(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 November 3, 2021, Theravance Biopharma, Inc. issued a press release and is holding a conference call regarding its financial results for the quarter ended September 30, 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 November 3, 2021
99.2	Slide deck entitled Third Quarter 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: November 3, 2021

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

Theravance Biopharma, Inc. Reports Third Quarter 2021 Financial Results and Provides Business Update

- *Implied 35% share of YUPELRI® (revefenacin) US net sales[1]: $13.8 million, up 7% from Q3 2020*
- *TRELEGY Q3 2021 global net sales: $449 million, up 77% from Q3 2020[2]*
- *Restructuring proceeding according to plan*

DUBLIN, IRELAND – NOVEMBER 3, 2021 – Theravance Biopharma, Inc. ("Theravance Biopharma" or the "Company") (NASDAQ: TBPH) today reported financial results for the third quarter of 2021.

"This last month has been about executing on our strategy to create a new Theravance Biopharma, focused on leveraging expertise in developing and commercializing respiratory therapeutics. We are executing against the strategic plan we announced in mid-September to become cash-flow positive by the second-half of 2022," said Rick E Winningham, Chief Executive Officer. "We are on track to reduce headcount by approximately 75% with the large majority of staff departing by the end of November and the remainder by the end of February. Our focus is driving growth of YUPELRI, streamlining R&D investment and optimizing our asset portfolio to maximize shareholder value."

Quarterly 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 its share of the long-acting nebulized COPD market, increasing to 22% in July 2021, up from 21% in April 2021, and net sales increased by 7% year-over-year (Q3 2021 vs. Q3 2020).
  - The Company, in collaboration with its partner Viatris, is also initiating a Phase 4 study comparing improvements in lung function in adults with severe to very severe COPD and suboptimal inspiratory flow rate following once-daily treatment with either YUPELRI® (revefenacin) delivered via standard jet nebulizer or tiotropium delivered via a dry powder inhaler (Spiriva® HandiHaler®). This study is aimed at helping to better inform decisions when physicians are designing a personalized COPD treatment plan with patients. Success in this study would capture more of YUPELRI's addressable market and further strengthen its competitive advantage.
- On September 15, 2021, the Company announced **strategic actions to focus on its respiratory disease portfolio** (read more about the actions here).
- **Ampreloxetine**, an investigational, Theravance Biopharma-discovered, potent, long-acting, once-daily norepinephrine reuptake inhibitor in development for the treatment of symptomatic neurogenic orthostatic hypotension (nOH), reported Phase 3 top-line results (Study 0169 - read more about the data here).
- **Izencitinib**, an orally administered, once-daily, investigational, internally discovered, high affinity, reversible pan-JAK inhibitor which was designed to be gut-selective, reported Phase 2B top-line results (Study 0157 - read more about the data here).

---

[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 in 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.*

Economic Interest

- **TRELEGY** (first once-daily single inhaler triple therapy for COPD and asthma)**,** in which the Company holds an economic interest, posted third quarter 2021 global net sales of $449 million (up from $253 million, 77%, in the third quarter of 2020); Theravance Biopharma is entitled to tiered payments equal to approximately 5.5% to 8.5% of TRELEGY global net sales.[3]

Upcoming Clinical Milestones

- Izencitinib and ampreloxetine study close out activities to be completed by end of Q1 2022.
- **Q1 2022: Izencitinib** (gut-selective oral pan-JAK inhibitor for inflammatory intestinal diseases) Phase 2 in Crohn's disease (Study 0173) – top-line results expected in Q1 2022.
- **Q1 2022: Ampreloxetine** (norepinephrine reuptake inhibitor) Phase 3 for symptomatic neurogenic orthostatic hypotension (Study 0170) – top-line results expected in Q1 2022.

Third Quarter Financial Results

- **Revenue:** Total revenue for the third quarter of 2021 was $13.2 million, comprised of non-cash collaboration revenue of $2.8 million primarily attributed to the global collaboration with Janssen and $10.4 million in Viatris collaboration revenue. Total revenue for the third quarter represents a $5.1 million decrease over the same period in 2020 driven by the reduction of non-cash collaboration revenue related to the Janssen collaboration due to the wind down of the izencitinib clinical program.

- **YUPELRI:** The Viatris collaboration revenue of $10.4 million for the third quarter of 2021 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, the implied 35% share of net sales of YUPELRI for the third quarter of 2021 was $13.8 million, up 7% from Q3 2020.

- **Research and Development (R&D) Expenses:** R&D expenses for the third quarter of 2021 were $43.7 million, compared to $67.4 million in the same period in 2020. Third quarter R&D expenses included total non-cash share-based compensation of $7.0 million.

- **Selling, General and Administrative (SG&A) Expenses:** SG&A expenses for the third quarter of 2021 were $21.3 million, compared to $27.5 million in the same period in 2020. Third quarter SG&A expenses included total non-cash share-based compensation of $7.4 million.

- **Restructuring and Related Expenses:** Restructuring expenses for the third quarter of 2021 were $1.8 million and primarily comprised of severance costs, termination-related benefits, and one-time retention costs.

[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.*

- **Operating Loss:** Operating loss for the third quarter of 2021 was $53.6 million compared to $76.6 million in the same period of 2020.

- **Cash Position:** Cash, cash equivalents and marketable securities totaled $216.2 million as of September 30, 2021.

2021 Financial Guidance

- **Operating Expenses** (excluding share-based compensation)**:** The Company reiterates that it expects full year 2021 R&D expense of $180 million to $190 million, and SG&A expense of $70 million to $80 million.

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 / 9:00 pm GMT. To participate, please dial (855) 296-9648 from the US, or (920) 663-6266 for international callers, using the confirmation code 9772385. Those interested in listening to the conference call live via the internet may do so by visiting www.theravance.com, under the Investors section, Presentations and Events.

A replay will be available on www.theravance.com for 30 days through December 3, 2021. An audio replay will also be available through 7:00 pm ET on November 10, 2021, by dialing (855) 859-2056 from the US, or (404) 537-2406 for international callers, and then entering confirmation code 9772385.

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 August 5, 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 BALANCE SHEETS
(In thousands)

	September 30, 2021 (Unaudited)	December 31, 2020 (1)
Assets		
Current assets:		
Cash and cash equivalents and short-term marketable securities	$ 216,213	$ 292,941
Receivables from collaborative arrangements	14,001	15,868
Amounts due from TRC, LLC	43,773	53,799
Prepaid clinical and development services	13,242	20,374
Other prepaid and current assets	9,943	10,359
Total current assets	297,172	393,341
Property and equipment, net	16,003	16,422
Operating lease assets	40,718	43,260
Equity in net assets of TRC, LLC	45,086	12,750
Restricted cash	833	833
Other assets	3,297	2,451
Total assets	$ 403,109	$ 469,057
Liabilities and Shareholders' Deficit		
Current liabilities	$ 66,082	$ 123,571
Convertible senior notes due 2023, net	227,767	226,963
Non-recourse notes due 2035, net	375,570	372,873
Long-term operating lease liabilities	54,353	47,220
Other long-term liabilities	2,929	2,181
Shareholders' deficit	(323,592)	(303,751)
Total liabilities and shareholders’ deficit	$ 403,109	$ 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.

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
	(Unaudited)		(Unaudited)	
Revenue:				
Collaboration revenue	$ 2,797	$ 7,261	$ 8,649	$ 19,381
Licensing revenue	-	-	-	1,500
Viatris collaboration agreement	10,397	10,996	31,716	32,246
Total revenue	13,194	18,257	40,365	53,127
Costs and expenses:				
Research and development (1)	43,739	67,371	162,431	195,788
Selling, general and administrative (1)	21,299	27,501	77,780	78,606
Restructuring and related expenses	1,771	-	1,771	-
Total costs and expenses	66,809	94,872	241,982	274,394
Loss from operations	(53,615)	(76,615)	(201,617)	(221,267)
Income from investment in TRC, LLC	30,208	13,403	68,681	48,299
Interest expense	(11,742)	(11,573)	(35,227)	(32,905)
Loss on extinguishment of debt	-	-	-	(15,464)
Interest and other income (expense), net	(166)	1,235	771	2,033
Loss before income taxes	(35,315)	(73,550)	(167,392)	(219,304)
Provision for income tax benefit (expense)	7	(93)	-	(279)
Net loss	$ (35,308)	$ (73,643)	$ (167,392)	$ (219,583)
Net loss per share:				
Basic and diluted net loss per share	$ (0.48)	$ (1.16)	$ (2.46)	$ (3.55)
Shares used to compute basic and diluted net loss per share	73,574	63,303	67,945	61,881

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In thousands)	2021	2020	2021	2020
Research and development	$ 6,956	$ 7,761	$ 22,192	$ 23,724
Selling, general and administrative	7,414	7,803	22,951	23,701
Total share-based compensation expense	$ 14,370	$ 15,564	$ 45,143	$ 47,425

Exhibit 99.2


Theravance Biopharma
Medicines That Make a Difference®
Third Quarter 2021
Financial Results and Business Update
November 3, 2021
THERAVANCE BIOPHARMA®, THERAVANCE®, the Cross/Star logo and MEDICINES THAT MAKE A DIFFERENCE® are registered trademarks of the Theravance Biopharma group of companies (in the U.S. and certain other countries).
All third party trademarks used herein are the property of their respective owners.
© 2021 Theravance Biopharma. All rights reserved.

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 August 5, 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

- **Significant cost reduction program reduces Company size to become sustainably cash-flow positive beginning 2H 2022**
  - Headcount reduced by ~75% (~270 positions[1]); on target for ~75% of reduction to be completed November 2021, remainder February 2022
  - Total annualized operating expense[2] savings of ~$165 million in 2022, compared to Company's updated 2021 Financial Guidance
- **Focus on leveraging expertise in developing and commercializing respiratory therapeutics**
  - Track record of innovation leading to several approved COPD and asthma medicines, including:
    - TRELEGY: a respiratory medicine developed by Glaxo Group Limited in collaboration with the Company's predecessor, Theravance, Inc.
    - YUPELRI®: discovered and developed by Theravance Biopharma, launched in 2019, and is now commercialized in partnership with Viatris Inc.
  - Strong, growing cash flows from TRELEGY and YUPELRI provide significant value to shareholders
  - TRELEGY and YUPELRI have significant potential for future growth
    - TRELEGY: high growth, long patent life respiratory medicine expected to generate global peak-year sales of $3.0 billion[3]
    - YUPELRI: remains early in its lifecycle, has demonstrated quarter-over-quarter market share growth, with potential US peak sales >$400 million[4]
- **Streamlined R&D investment to focus on highest value respiratory opportunities**
  - PIFR clinical study, in partnership with Viatris, intended to support a YUPELRI label update to capture more of the addressable market and further strengthen its competitive advantage
  - Investigational inhaled JAK inhibitor portfolio; includes nezulcitinib (TD-0903), initially targeting acute lung injury and fibrotic disease
- **Leverage partnerships to unlock value of non-core assets**

Overarching goal: maximize shareholder value

1. Regular and contingent workers.
2. Excludes share-based compensation and any one-time costs related to strategic action.
3. Source: Bloomberg Consensus September 2021. 4. Source: TBPH Broker Consensus September 2021.
COPD, chronic obstructive pulmonary disease; JAK, Janus kinase; PIFR, peak inspiratory flow rate.

Key pillars of value creation plan

TRELEGY

- Estimated global peak sales of $3.0 billion[1]
- Q3 2021 net sales of $449 million implies run rate annual sales of ~$1.8 billion
- Long patent life
- TRELEGY-related cash flows to TBPH to increase substantially (once non-recourse note is fully repaid)

YUPELRI®

- Estimated US peak sales of >$400 million[2]
- Q3 2021 net sales of $39 million implies run rate annual sales of ~$160 million
- Long patent life
- YUPELRI remains early in its product lifecycle and has demonstrated quarter-over-quarter market share growth
- TBPH hospital-based sales force to continue driving growth
- PIFR study to capture more of the addressable market

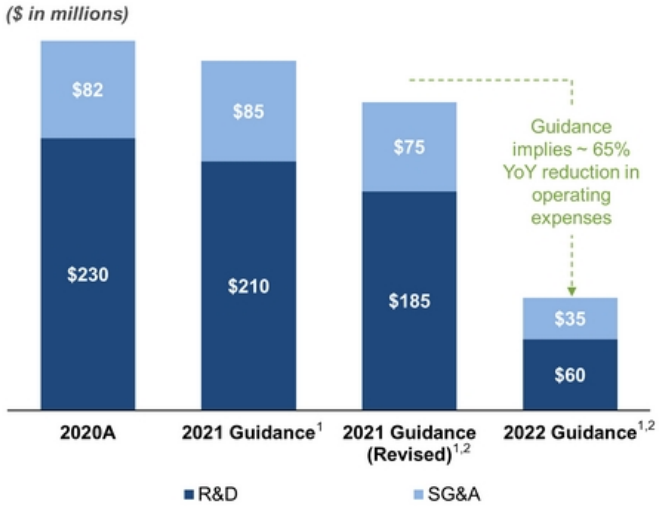
Potential Upside From Core Respiratory Pipeline

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

- Inhaled Janus kinase 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

1. Source: Bloomberg Consensus September 2021.
2. Source: TBPH Broker Consensus September 2021.
JAK, Janus kinase; PIFR, peak inspiratory flow rate.

Significant OPEX reduction to drive sustainable profitability beginning in 2H 2022



Restructuring Plan

Headcount: to be reduced by ~75% (~270 positions[3])

Expense reduction:

- Operating Expense savings of $165 million in 2022 compared to updated 2021 Financial Guidance[2]
- Preliminary 2022 Financial Guidance[2]:
  - R&D expense range of $55 million - $65 million
  - SG&A expense range of $30 million - $40 million[4]

Timing: ~75% of reduction completed November 2021; remainder completed February 2022

As a result of these actions, we expect Theravance Biopharma to be sustainably cash flow positive beginning in 2H 2022

1. Represents mid-point of guidance range.
2. Excluding share-based compensation and any one-time costs related to strategic actions.
3. Regular and contingent workers.
4. SG&A guidance includes all TBPH costs incurred in commercializing YUPELRI, in collaboration with Viatris.


YUPELRI®
revefenacin inhalation solution
FDA-approved for the maintenance treatment of COPD
First and only once-daily, nebulized maintenance medicine for COPD

YUPELRI® (revefenacin) inhalation solution

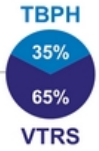
FDA-approved for the maintenance treatment of COPD
First and only once-daily, nebulized maintenance medicine for COPD

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)

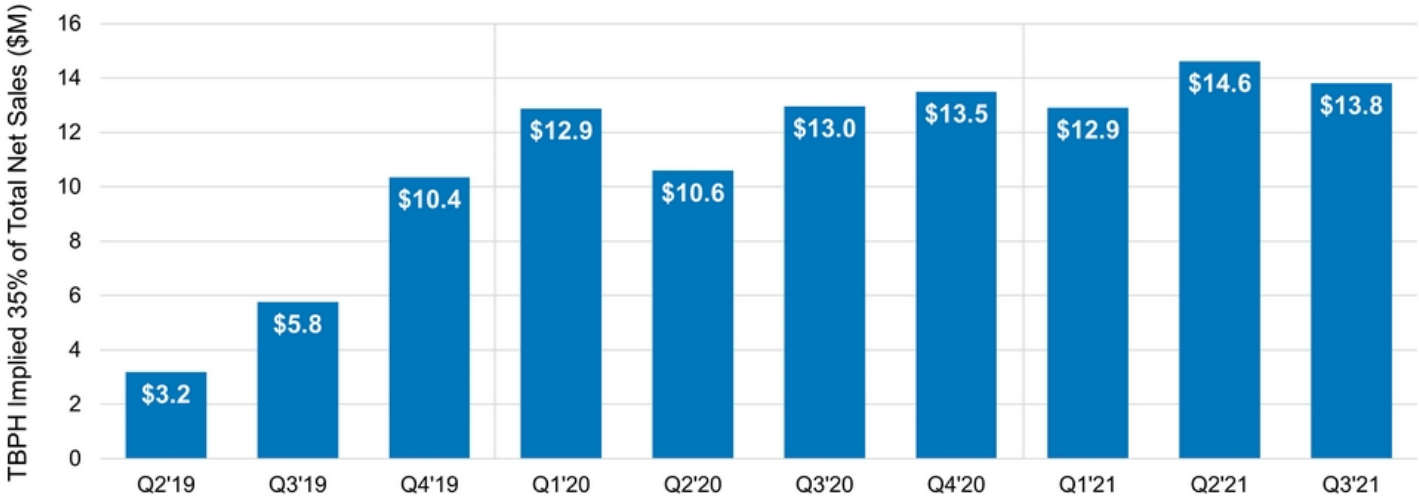
Theravance Biopharma + VIATRIS™



Companies co-promote under US profit/loss share

1. Global Strategy for Diagnosis, Management, and Prevention of COPD, 2018.
2. TBPH market research (N = 160 physicians); refers to US COPD patients.
COPD, chronic obstructive pulmonary disease; LAMA, long-acting muscarinic antagonist.

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

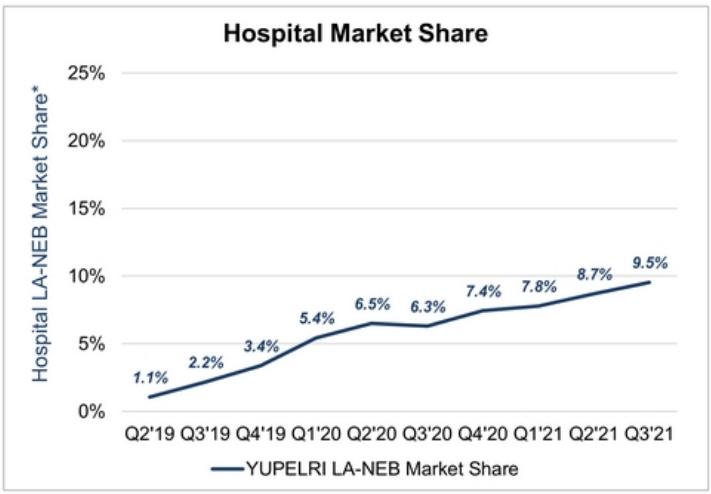


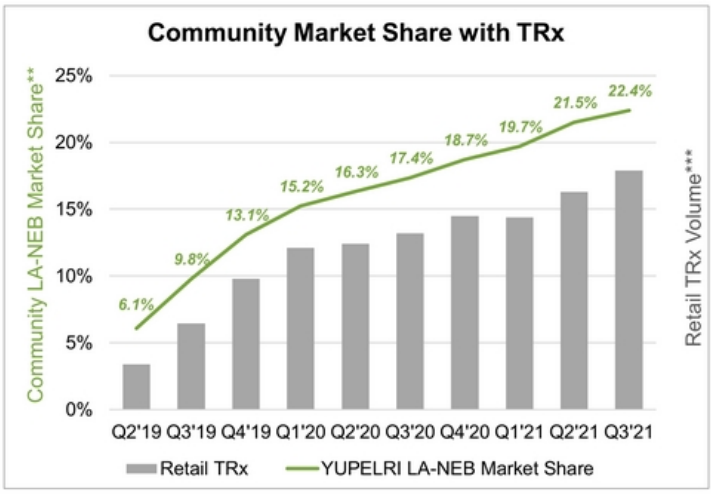
TBPH implied 35% of YUPELRI US net sales represents TBPH's portion of the combined TBPH and VIATRIS net revenue

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

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

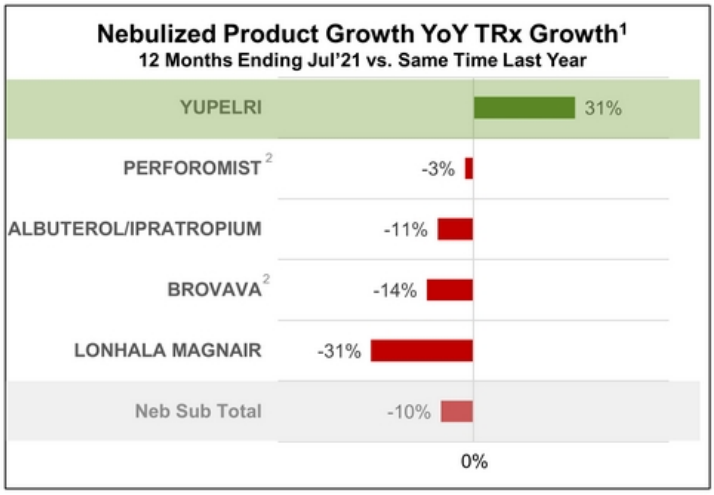
LA-NEB Market: YUPELRI, BROVANA, LONHALA, PERFOROMIST, arformoterol, formoterol

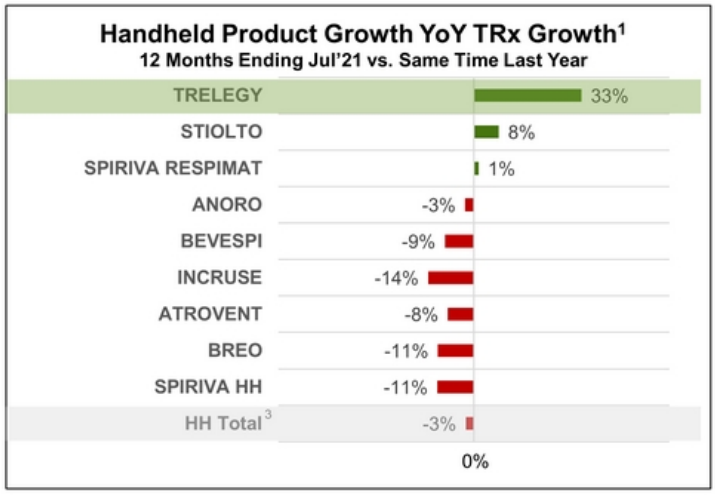
Theravance Biopharma
Medicines That Make a Difference

1. Joint VTRS/TBPH Market Research.
* Hospital LA-NEB Market Share - IQVIA DDD through 09/30/2021.
** Community LA-NEB Market Share - IQVIA XPO Excl. LTC (Retail) and SolutionsRx (DME / Med B FFS) through 7/31/2021 (Q3'21 Community LA-NEB Market Share Incomplete).
*** Retail TRx Volume - Symphony Health METYS Prescription Dashboard through 09/30/2021.

Respiratory market trends across nebulized and handheld

YUPELRI® and TRELEGY with strong YoY growth while respective markets declined or remained flat

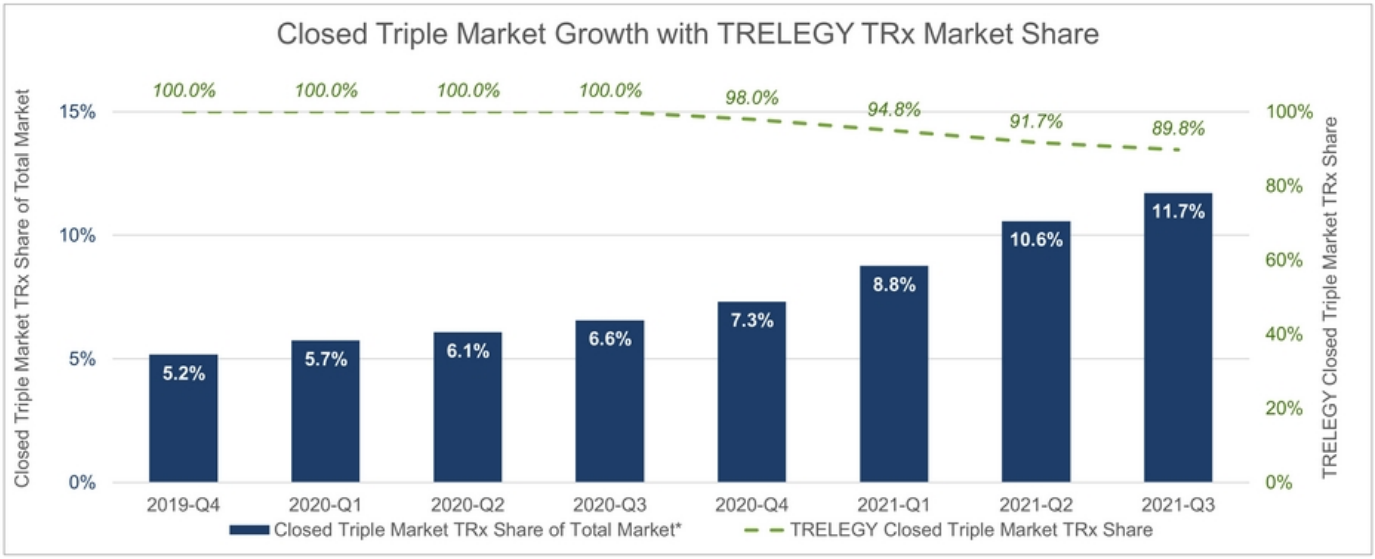




Theravance Biopharma
Medicines That Make a Difference

1. IQVIA XPO Excl. LTC (Retail) and SolutionsRx (DME / Med B FFS) through 7/31/2021.
2. Includes generic Neb-LABA (arformoterol and formoterol).
3. Handheld Market Excludes BREZTRI (newly launched product). Asthma/COPD dual indicated products for the same doses are included.

TRELEGY asthma approval and BREZTRI entry continue to drive closed triple market growth

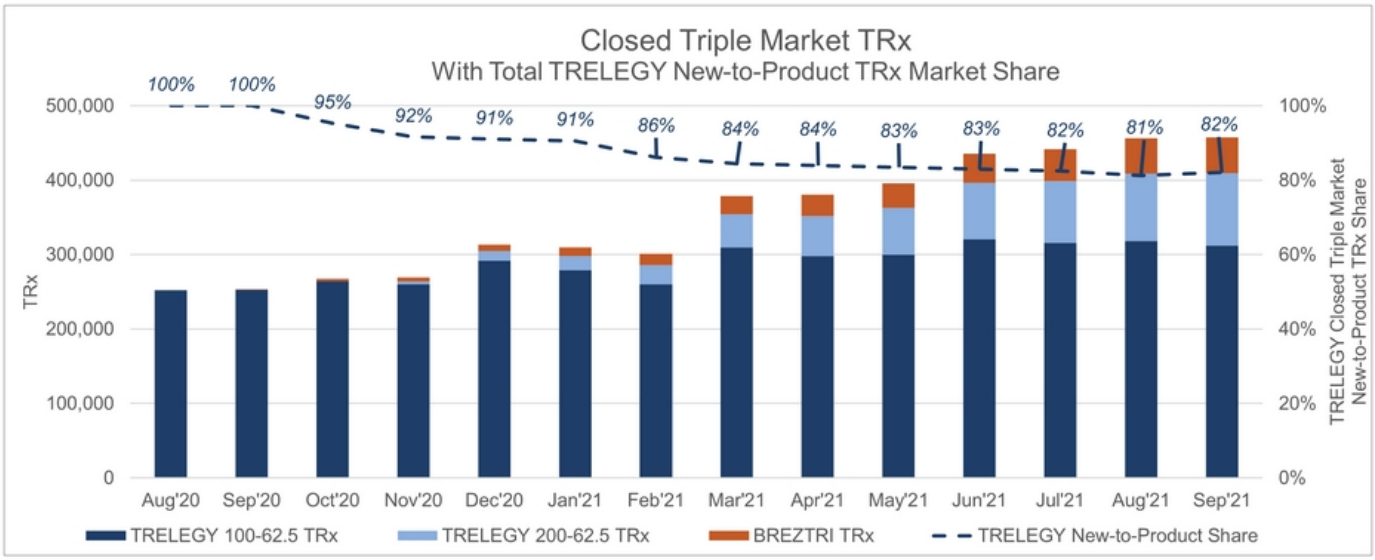


Total Market: Long-Acting Bronchodilators & Nebulized (LAMA, LABA, ICS/LABA, LABA/LAMA, Closed Triple, Nebulized Long-Acting)
Closed Triple Market: TRELEGY, BREZTRI

Source: Symphony Health METYS Prescription Dashboard through 9/30/2021.
ICS/LABA, inhaled corticosteroid/long-acting beta agonist; LABA, long-acting beta agonist; LAMA, long-acting muscarinic antagonist.

TRELEGY asthma approval and BREZTRI entry continue to drive closed triple market growth

While TRELEGY's new-to-product share within the closed triple market appears to be stabilizing



Closed Triple Market: TRELEGY, BREZTRI

Source: Symphony Health METYS Prescription Dashboard through 9/30/2021.
TRELEGY 100-62.5 is the only strength indicated for treatment of COPD. For patients with ASTHMA: Either strength, 100-62.5 or 200-62.5 can be the starting dose.

Pipeline focused on highest value core respiratory opportunities

Legacy Theravance: Broad Pipeline

- Broad pipeline of clinical programs across numerous therapeutic areas
  - Gut-selective JAK inhibitors
  - Ampreloxetine
  - YUPELRI®
  - Inhaled JAK inhibitor portfolio
- Pre-clinical research across multiple therapeutic areas
- Annual R&D expense of >$200M

New Theravance: Core Respiratory

- Focused pipeline of core respiratory programs[1]
  - PIFR study label update for YUPELRI®
  - Nezulcitinib
  - Inhaled JAK inhibitor portfolio
- 2022 R&D guidance: $55–65M[2]

1. Excluding programs that are in the process of being wound down following restructuring.
2. Excluding share-based compensation and any one-time costs related to strategic actions.
JAK, Janus kinase; PIFR, peak inspiratory flow rate.

A new, respiratory focused Theravance Biopharma

*Limited additional capital investment planned post Q1 2022

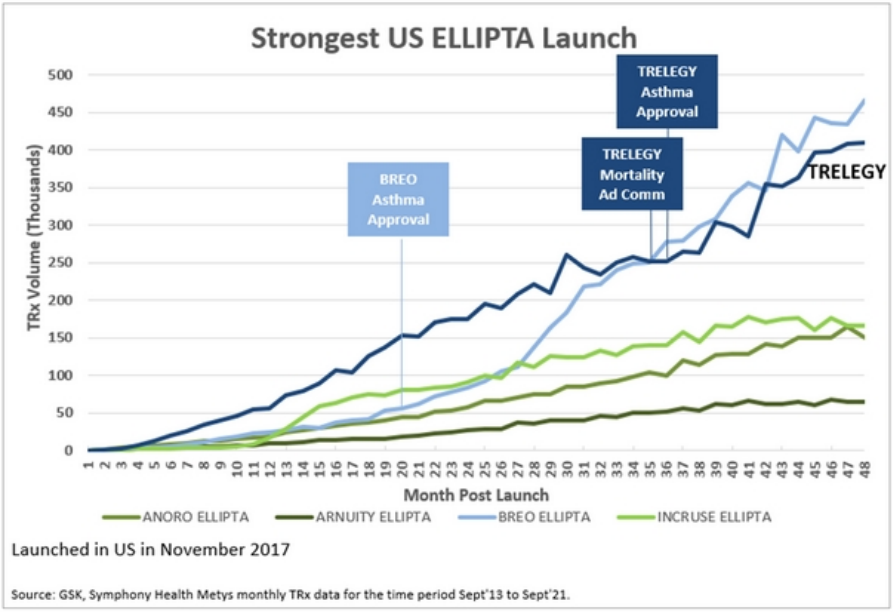
Theravance Biopharma
Medicines That Make a Difference

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, Janus kinase inhibitor; LAMA, long-acting muscarinic receptor 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 Sept'21.

TRELEGY

- Q3 global net sales of $449M
- Year-over-year sales growth of 77% from the same period in 2020
- TRELEGY now has 53% of US triple therapy patients for COPD and 73% global share

Theravance Biopharma
Medicines That Make a Difference

1. 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. All statements concerning TRELEGY based on publicly available information. TRELEGY is FF/UMEC/VI or fluticasone furoate/umeclidinium/vilanterol; comprised of inhaled corticosteroid, long-acting muscarinic receptor antagonist, and long-acting β2 agonists, active components of Anoro (UMEC/VI). COPD, chronic obstructive pulmonary disease.

Third quarter 2021 financial highlights

$216.2 million cash[1] as of September 30, 2021

($, in thousands)	Three Months Ended Sept 30,		Nine Months Ended Sept 30,	
	2021	2020	2021	2020
	(Unaudited)		(Unaudited)	
Revenue:				
Collaboration revenue	$ 2,797	$ 7,261	$ 8,649	$ 19,381
Licensing revenue	—	—	—	1,500
Viatris collaboration agreement	10,397	10.996	31,716	32,246
Total revenue	13,194	18,257	40,365	53,127
Costs and expenses:				
Research and development[2]	43,739	67,371	162,431	195,788
Selling, general and administrative[2]	21,299	27,501	77,780	78,606
Restructuring and related expenses	1,771	—	1,771	—
Total costs and expenses	66,809	94,872	241,982	274,394
Loss from operations	**(53,615)**	**(76,615)**	**(201,617)**	**(221,267)**
Share-based compensation expense:				
Research and development	6,956	7,761	22,192	23,724
Selling, general and administrative	7,414	7,803	22,951	23,701
Total share-based compensation expense	14, 370	15,564	45,143	47,425
Operating expense excluding share-based compensation:				
Research and development operating expense excluding share-based compensation	36,783	59,610	140,239	172,064
Selling, general and administrative operating expense excluding share-based compensation	13,885	19,698	54,829	54,905

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

Rapid transition to a streamlined, respiratory focused Theravance Biopharma

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

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 non-core assets

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

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.

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.