

THERAVANCE INC  
Form 8-K  
January 30, 2006

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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): **January 30, 2006**

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**THERAVANCE, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-30319**  
(Commission  
File Number)

**94-3265960**  
(I.R.S. Employer  
Identification Number)

**901 Gateway Boulevard  
South San Francisco, California 94080  
(650) 808-6000**

(Addresses, including zip code, and telephone numbers, 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))
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**Item 7.01. Regulation FD Disclosure.**

*The information in this Item 7.01 and in the accompanying exhibit shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as shall be specifically set forth by specific reference in such filing.*

On January, 30, 2006, Theravance, Inc. filed an automatically effective registration statement on Form S-3 with the Securities and Exchange Commission, a copy of which is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d)  
Exhibits

<b>Exhibit</b>	<b>Description</b>
Exhibit 99.1	Registration Statement on Form S-3, dated January 30, 2006

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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, INC.**

Date: January 30, 2006

By: /s/ Bradford J. Shafer

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**Bradford J. Shafer  
Senior Vice President  
and General Counsel**

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**Exhibit  
No.**

**Description**

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99.1	Registration Statement on Form S-3, dated January 30, 2006
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SIGNATURE

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