

Revance Therapeutics, Inc.
Form 4
February 11, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Tunncliffe Jonathan

(Last) (First) (Middle)

C/O NOVAQUEST CAPITAL
MANAGEMENT, L.L.C., 4208 SIX
FORKS ROAD, SUITE 920

2. Issuer Name and Ticker or Trading Symbol
Revance Therapeutics, Inc. [RVNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

RALEIGH, NC 27609

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/11/2014		C		2,039,382 (1)	A	(2) 2,039,382	I	by NovaQuest Pharma Opportunities Fund III, L.P. (3)
Common Stock	02/11/2014		C		658,551 (4)	A	(4) 2,697,933	I	by NovaQuest Pharma Opportunities Fund III, L.P. (3)
	02/11/2014		X			A	(5) 3,096,650	I	

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Common Stock	398,717 <u>(5)</u>	by NovaQuest Pharma Opportunities Fund III, L.P. <u>(3)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount Number Shares
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date		
Series E-4 Convertible Preferred Stock	<u>(2)</u>	02/11/2014		C		1,539,343	<u>(2)</u>	<u>(2)</u>	Common Stock	1,539,343
Series E-5 Convertible Preferred Stock	<u>(2)</u>	02/11/2014		C		500,039	<u>(2)</u>	<u>(2)</u>	Common Stock	500,039
Convertible Promissory Notes	<u>(4)</u>	02/11/2014		C		658,551 <u>(4)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock	658,551
Warrant to Purchase Common Stock	<u>(6)</u>	02/11/2014		X		398,717 <u>(7)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	398,717 <u>(7)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

Tunncliffe Jonathan
C/O NOVAQUEST CAPITAL MANAGEMENT, L.L.C. X X
4208 SIX FORKS ROAD, SUITE 920
RALEIGH, NC 27609

Signatures

/s/ Gordon Ho, 02/11/2014
Attorney-in-fact

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Issued upon conversion of Series E-4 and E-5 Preferred Stock upon closing of the Issuer's initial public offering.

(2) Each share of the Issuer's Series E-1, Series E-2, Series E-3, Series E-4 and Series E-5 Preferred Stock automatically converted into 1 share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and has no expiration date.

These securities are held by NovaQuest Pharma Opportunities Fund III, L.P. ("NovaQuest"). NQ HCIF General Partner, L.P., the general partner of NovaQuest ("NovaQuest GP"), has the power to vote and dispose of securities directly owned by NovaQuest, and NQ HCIF GP, Ltd., the general partner of NovaQuest GP ("NovaQuest GP Ltd."), has the power to direct the NovaQuest GP as to such voting and disposition. NovaQuest GP Ltd.'s investment committee, on which the Reporting Person, Jonathan Tunncliffe, serves, makes voting and investment decisions regarding securities held by NovaQuest. Accordingly, Mr. Tunncliffe may be deemed to have shared voting and dispositive power over the securities held by NovaQuest. Mr. Tunncliffe disclaims beneficial ownership of the securities held by NovaQuest except to the extent of his pecuniary interest therein.

Convertible Promissory Notes in the aggregate principal amount of \$9,500,000.00 were issued between October 8, 2013 and January 16, 2014 by the Issuer pursuant to a Note and Warrant Purchase Agreement dated October 8, 2013, as amended. The principal amount of

(4) \$9,500,000.00 plus interest accrued through October 7, 2014, at the rate of 12% per annum converted automatically upon the closing of the Issuer's initial public offering into shares of Common Stock at a conversion price that equals to 100% of the per share price of the Common Stock sold in the Issuer's initial public offering.

(5) Issued upon closing of the Issuer's initial public offering pursuant to automatic net exercise of warrants to purchase common stock at an exercise price of \$0.15 per share.

(6) Automatically net exercised into shares of the Issuer's Common Stock at an exercise price of \$0.15 per share.

(7) Includes certain warrants to purchase capital stock of the Issuer issued between October 8, 2013 and January 16, 2014 by the Issuer pursuant to a Note and Warrant Purchase Agreement dated October 8, 2013, as amended. The warrant shares were automatically net exercised into Common Stock of the Issuer upon the closing of the Issuer's initial public offering at a per share exercise price of \$0.15 per share on a post-split basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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