Edgar Filing: Revance Therapeutics, Inc. - Form 4

Revance T Form 4	herapeutics, Inc.											
February 1	1, 2014											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COM								MMISSIO	т	OMB APPROVAL		
Washington, D.C. 20549							INGE		///////////////////////////////////////	OMB Number	3235-0287	
Check if no lo subject Section Form 4 Form 5	to SIAIE 116. For	STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange								Estimate	ed average nours per	
obligations may continue. See InstructionSection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).1(b).												
(Print or Type	e Responses)											
1. Name and Address of Reporting Person <u>*</u> WOOTEN RONALD J			2. Issuer Name and Ticker or Trading Symbol Revance Therapeutics, Inc. [RVNC]					Is	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction					-	(Check all applicable)			
(Month/Day/Year) _X_ Director C/O NOVAQUEST CAPITAL 02/11/2014										· • •		
				lf Amendment, Date Original ed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
RALEIGH	H, NC 27609								Form filed by erson	More than On	e Reporting	
(City)	(State)	(Zip)	Та	ble I - No	n-Derivativ	e Secur	rities A	Acqui	red, Disposed	of, or Benefi	cially Owned	
1.Title of Security (Instr. 3)		saction Date 2A. Deemed h/Day/Year) Execution Date, if any (Month/Day/Year)			Code (Instr. 3, 4 and 5)					6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/11/2014			С	2,039,3 (1)				2,039,382	I	by NovaQuest Pharma Opportunities Fund III, L.P. (3)	
Common Stock	02/11/2014			С	658,55 (<u>4)</u>	l A	. <u>(4)</u>	2 2	2,697,933	I	by NovaQuest Pharma Opportunities Fund III, L.P. (3)	
	02/11/2014			Х		А	<u>(5)</u>	2 3	3,096,650	Ι		

Common Stock			398 (5)	3,717		Pha Opj	by NovaQuest Pharma Opportunities Fund III, L.P. (3)		
Reminder: Repo		SEC 1474 (9-02)							
			ve Securities Acquire s, calls, warrants, op			y Owned			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	 4. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount or Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series E-4 Convertible Preferred Stock	<u>(2)</u>	02/11/2014		С	1,539,343	(2)	(2)	Common Stock	1,539,
Series E-5 Convertible Preferred Stock	<u>(2)</u>	02/11/2014		С	500,039	<u>(2)</u>	(2)	Common Stock	500,0
Convertible Promissory Notes	<u>(4)</u>	02/11/2014		C	658,551 (<u>4)</u>	<u>(4)</u>	(4)	Common Stock	658,5 (4)
Warrant to Purchase Common Stock	<u>(6)</u>	02/11/2014		X	398,717 (7)	<u>(6)</u>	<u>(6)</u>	Common Stock	398,7 (7)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WOOTEN RONALD J C/O NOVAQUEST CAPITAL MANAGEMENT, L.L.C. 4208 SIX FORKS ROAD, SUITE 920 RALEIGH, NC 27609

Signatures

/s/ Gordon Ho, Attorney-in-fact

02/11/2014

Date

**Signature of Reporting Person

Explanation of Responses:

Common Stock sold in the Issuer's initial public offering.

- 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.
- 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 (2)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

(3) disposition. NovaQuest GP Ltd.'s investment committee, on which the Reporting Person, Ronald Wooten, serves, makes voting and investment decisions regarding securities held by NovaQuest. Mr. Wooten also serves on the board of directors of NovaQuest GP Ltd. Accordingly, Mr. Wooten may be deemed to have shared voting and dispositive power over the securities held by NovaQuest, Mr. Wooten 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

- Issued upon closing of the Issuer's initial public offering pursuant to automatic net exercise of warrants to purchase common stock at an (5) 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.

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

(7) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

X

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