

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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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 *
GARDNER PHYLLIS

(Last) (First) (Middle)

C/O ESSEX WOODLANDS
HEALTH VENTURES, 335
BRYANT STREET, THIRD
FLOOR

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Revance Therapeutics, Inc. [RVNC]

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

02/11/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | | 402,934 (1) | A | (2) | 402,934 | I | by Essex Woodlands Health Ventures Fund V, L.P. (3) |
| Common Stock | 02/11/2014 | | C | | 41,312 (4) | A | (4) | 444,246 | I | by Essex Woodlands Health Ventures |

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| | | | | | | | | |
|--------------|------------|---|---------------|---|-----|---------|---|---|
| Common Stock | 02/11/2014 | X | 12,839 (5) | A | (5) | 457,085 | I | Fund V, L.P. (3) by Essex Woodlands Health Ventures Fund V, L.P. (3) |
|--------------|------------|---|---------------|---|-----|---------|---|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Series E-1 Convertible Preferred Stock | (2) | 02/11/2014 | | C | 124,558 | (2) (2) | Common Stock 124,558 |
| Series E-2 Convertible Preferred Stock | (2) | 02/11/2014 | | C | 115,337 | (2) (2) | Common Stock 115,337 |
| Series E-3 Convertible Preferred Stock | (2) | 02/11/2014 | | C | 115,787 | (2) (2) | Common Stock 115,787 |
| Series E-4 Convertible Preferred | (2) | 02/11/2014 | | C | 47,252 | (2) (2) | Common Stock 47,252 |

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

Includes certain warrant to purchase capital stock of the Issuer issued on December 6, 2013 by the Issuer pursuant to a Note and Warrant

(7) 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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