

Revance Therapeutics, Inc.  
Form 4  
February 11, 2014

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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 \*  
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

