

Theravance Biopharma, Inc.  
Form SC 13D/A  
May 13, 2016  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

THERAVANCE BIOPHARMA, INC.

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

G8807B106

(CUSIP Number)

Victoria A. Whyte  
GlaxoSmithKline plc  
980 Great West Road  
Brentford, Middlesex TW8 9GS  
England  
Telephone: +44 (0)208 047 5000

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

May 4, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

- NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
1. GlaxoSmithKline plc  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)
  2. (a)  
(b)
  3. SEC USE ONLY
  4. SOURCE OF FUNDS (see instructions)  
WC
  5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  
CITIZENSHIP OR PLACE OF ORGANIZATION
  6. England and Wales

- |                                                                   |     |                          |
|-------------------------------------------------------------------|-----|--------------------------|
|                                                                   | 7.  | SOLE VOTING POWER        |
|                                                                   |     | 9,644,807                |
|                                                                   | 8.  | SHARED VOTING POWER      |
|                                                                   |     | -0-                      |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 9.  | SOLE DISPOSITIVE POWER   |
|                                                                   |     | 9,644,807                |
|                                                                   | 10. | SHARED DISPOSITIVE POWER |
|                                                                   |     | -0-                      |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
9,644,807
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(see instructions)
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
20.3% (1)
14. TYPE OF REPORTING PERSON (see instructions)

CO

Footnotes:

- (1) Based on 47,421,691 Ordinary Shares outstanding as of May 4, 2016.

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Item 1. Security and Issuer.

This Amendment No. 1 to Schedule 13D amends and supplements the statement on Schedule 13D originally filed on March 24, 2015, with respect to the Ordinary Shares, par value \$0.00001 per share (the “Ordinary Shares”), of Theravance Biopharma, Inc., a Cayman Islands exempted company (the “Issuer”). GlaxoSmithKline plc is filing this amendment to reflect its new percentage beneficial ownership in the Issuer, which has decreased as a result of an increase in the outstanding Ordinary Shares of the Issuer. The Issuer’s principal executive offices are located at PO Box 309, Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands.

Item 5. Interest in Securities of the Issuer.

(a) GlaxoSmithKline plc beneficially owns 9,644,807 Ordinary Shares, which represents 20.3% of 47,421,691 Ordinary Shares outstanding as of May 4, 2016.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 13, 2016

GLAXOSMITHKLINE PLC

By: /s/ Victoria A. Whyte

Victoria A. Whyte

Authorized Signatory

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SCHEDULE 1

| Name                       | Business Address                                                  | Principal Occupation or Employment             | Citizenship |
|----------------------------|-------------------------------------------------------------------|------------------------------------------------|-------------|
| Board of Directors         | 980 Great West Road                                               |                                                |             |
| Sir Andrew Witty           | Brentford<br>Middlesex, England<br>TW8 9GS<br>980 Great West Road | Executive Director and Chief Executive Officer | British     |
| Professor Sir Roy Anderson | Brentford<br>Middlesex, England<br>TW8 9GS<br>980 Great West Road | Company Director                               | British     |
| Manvinder Singh Banga      | Brentford<br>Middlesex, England<br>TW8 9GS<br>980 Great West Road | Company Director                               | Indian      |
| Stacey Cartwright          | Brentford<br>Middlesex, England<br>TW8 9GS<br>980 Great West Road | Company Director                               | British     |
| Simon Dingemans            | Brentford<br>Middlesex, England<br>TW8 9GS<br>980 Great West Road | Executive Director and Chief Financial Officer | British     |
| Lynn Elsenhans             | Brentford<br>Middlesex, England<br>TW8 9GS<br>980 Great West Road | Company Director                               | US          |
| Dr. Jesse Goodman          | Brentford<br>Middlesex, England<br>TW8 9GS<br>980 Great West Road | Company Director                               | US          |

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Middlesex, England

TW8 9GS  
980 Great West Road

|                    |                                 |                               |         |
|--------------------|---------------------------------|-------------------------------|---------|
| Sir Philip Hampton | Brentford<br>Middlesex, England | Chairman and Company Director | British |
|--------------------|---------------------------------|-------------------------------|---------|

TW8 9GS  
980 Great West Road

|             |                                 |                  |    |
|-------------|---------------------------------|------------------|----|
| Judy Lewent | Brentford<br>Middlesex, England | Company Director | US |
|-------------|---------------------------------|------------------|----|

TW8 9GS



|                             |                                           |                                                        |                              |
|-----------------------------|-------------------------------------------|--------------------------------------------------------|------------------------------|
|                             | 980 Great West Road                       |                                                        |                              |
| Urs Rohner                  | Brentford<br>Middlesex, England           | Company Director                                       | Swiss                        |
|                             | TW8 9GS<br>2301 Renaissance<br>Boulevard, |                                                        |                              |
| Dr. Moncef Slaoui           | King of Prussia<br>PA, 19406              | Executive Director and<br>Chairman, Global Vaccines    | Moroccan,<br>Belgian &<br>US |
| Corporate Executive<br>Team |                                           |                                                        |                              |
|                             | 980 Great West Road                       |                                                        |                              |
| Sir Andrew Witty            | Brentford<br>Middlesex, England           | Executive Director and Chief Executive<br>Officer      | British                      |
|                             | TW8 9GS<br>980 Great West Road            |                                                        |                              |
| Roger Connor                | Brentford<br>Middlesex, England           | President, Global Manufacturing & Supply               | Irish                        |
|                             | TW8 9GS<br>980 Great West Road            |                                                        |                              |
| Simon Dingemans             | Brentford<br>Middlesex, England           | Executive Director and Chief Financial<br>Officer      | British                      |
|                             | TW8 9GS<br>980 Great West Road            |                                                        |                              |
| Nick Hirons                 | Brentford<br>Middlesex                    | Senior Vice President, Global Ethics and<br>Compliance | British &<br>US              |
|                             | TW8 9GS                                   |                                                        |                              |

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980 Great West Road

Brentford

Abbas Hussain

President, Global Pharmaceuticals

British

Middlesex, England

TW8 9GS

980 Great West Road

Brentford

David Redfern

Chief Strategy Officer

British

Middlesex, England

TW8 9GS

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|                         |                                                                   |                                                                 |                           |
|-------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------|---------------------------|
| Dr. Moncef<br>Slaoui    | 2301 Renaissance<br>Boulevard,<br>King of Prussia<br>PA, 19406    | Executive Director<br>Chairman, Global Vaccines                 | Moroccan, Belgian<br>& US |
| Claire Thomas           | 980 Great West Road<br>Brentford<br>Middlesex, England            | Senior Vice President,<br>Human Resources                       | British                   |
| Philip Thomson          | TW8 9GS<br>980 Great West Road<br>Brentford<br>Middlesex, England | Senior Vice President, Communications and<br>Government Affairs | British                   |
| Daniel Troy             | TW8 9GS<br>The Navy Yard<br>5 Crescent Drive<br>Philadelphia, PA  | Senior Vice President & General Counsel                         | US                        |
| Dr. Patrick<br>Vallance | 19112<br>980 Great West Road<br>Brentford<br>Middlesex, England   | President, Pharmaceuticals R&D                                  | British                   |
| Emma Walmsley           | TW8 9GS<br>980 Great West Road<br>Brentford<br>Middlesex, England | Chief Executive Officer, GSK Consumer Healthcare                | British                   |
|                         | TW8 9GS                                                           |                                                                 |                           |