

Revance Therapeutics, Inc.
Form 4
May 27, 2015

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 *
NovaQuest Pharma Opportunities Fund III, L.P.

(Last) (First) (Middle)

4208 SIX FORKS ROAD, SUITE 920

(Street)

RALEIGH, NC 27609

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Revance Therapeutics, Inc. [RVNC]

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

05/07/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

___ Form filed by One Reporting Person
X 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 Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 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) | 8. Derivative Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|--------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|--------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | |
|--------------------------------------|------------------------------------|------------------|------------------|---|-------|-----|---------------------|--------------------|-----------------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 20.42 | 05/07/2015 | J ⁽¹⁾ | | 8,000 | | ⁽²⁾ | 05/06/2025 | Common Stock | 8,000 |
| Stock Option (Right to Buy) | \$ 20.42 | 05/07/2015 | J ⁽³⁾ | | 8,000 | | ⁽⁴⁾ | 05/06/2025 | Common Stock | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NovaQuest Pharma Opportunities Fund III, L.P. 4208 SIX FORKS ROAD, SUITE 920 RALEIGH, NC 27609 | | X | | |
| NQ HCIF General Partner, L.P. 4208 SIX FORKS ROAD, SUITE 920 RALEIGH, NC 27609 | | X | | |
| NQ HCIF GP, Ltd. 4208 SIX FORKS ROAD, SUITE 920 RALEIGH, NC 27609 | | X | | |

Signatures

| | |
|--|------------|
| /s/ John L. Bradley, Jr., Director of NQ HCIF GP, Ltd., General Partner of NQ HCIF General Partner, L.P., General Partner of NovaQuest Pharma Opportunities Fund III, L.P. | 05/27/2015 |
| __Signature of Reporting Person | Date |
| /s/ John L. Bradley, Jr., director of NQ HCIF GP, Ltd., General Partner of NQ HCIF General Partner, L.P. | 05/27/2015 |
| __Signature of Reporting Person | Date |
| /s/ John L. Bradley, Jr., Director | 05/27/2015 |
| __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).

This option was granted to Jonathan Tunnicliffe, a director of Revance Therapeutics, Inc., who is a member of the investment committee of NQ HCIF GP, Ltd. ("NovaQuest GP Ltd.") which is the general partner of NQ HCIF General Partner, L.P. ("NovaQuest GP"), which is the general partner of NovaQuest Pharma Opportunities Fund III, L.P. ("NovaQuest"). Under NovaQuest's partnership agreement, Mr.

- (1) Tunnicliffe is deemed to hold the reported option for the benefit of NovaQuest, and must exercise the option solely upon the direction of NovaQuest, which is entitled to the shares issued upon exercise. NovaQuest, NovaQuest GP and NovaQuest GP Ltd. may be deemed indirect beneficial owners of the option. NovaQuest GP and NovaQuest GP Ltd. disclaim beneficial ownership of the option except to the extent of their pecuniary interest therein.

The shares subject to the stock option shall vest on the one year anniversary of May 7, 2015, subject to Jonathan Tunnicliffe's Continuous

- (2) Service (as defined in the Issuer's 2014 Equity Incentive Plan) through such vesting date. The stock option represents an annual option grant pursuant to the Issuer's Non-Employee Director Compensation Policy.

This option was granted to Ronald J. Wooten, a director of Revance Therapeutics, Inc., who is a member of the investment committee of NovaQuest GP Ltd. which is the general partner of NovaQuest GP, which is the general partner of NovaQuest. Under NovaQuest's

- (3) partnership agreement, Mr. Wooten is deemed to hold the reported option for the benefit of NovaQuest, and must exercise the option solely upon the direction of NovaQuest, which is entitled to the shares issued upon exercise. NovaQuest, NovaQuest GP and NovaQuest GP Ltd. may be deemed indirect beneficial owners of the option. NovaQuest GP and NovaQuest GP Ltd. disclaim beneficial ownership of the option except to the extent of their pecuniary interest therein.

The shares subject to the stock option shall vest on the one year anniversary of May 7, 2015, subject to Ronald J. Wooten's Continuous

- (4) Service (as defined in the Issuer's 2014 Equity Incentive Plan) through such vesting date. The stock option represents an annual option grant pursuant to the Issuer's Non-Employee Director Compensation Policy.

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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