

THERAVANCE INC
Form S-8
March 31, 2005

As filed with the Securities and Exchange Commission on March 31, 2005

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933

THERAVANCE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-3265960
(IRS Employer
Identification No.)

901 Gateway Boulevard
South San Francisco, California 94080

(Address of principal executive offices) (Zip Code)

THERAVANCE, INC.

Shares Acquired Under Written Compensation Agreements

(Full title of the Plan)

BRADFORD J. SHAFER

Senior Vice President, General Counsel and Secretary

THERAVANCE, INC.

901 Gateway Boulevard

South San Francisco, California 94080

(Name and address of agent for service)

(650) 808-6000

(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Shares Acquired Under Written Compensation Agreements with Certain Named and Unnamed Individuals				
Common Stock, \$0.01 par value	2,564,166 shares	\$ 17.44	\$ 44,719,055.04	\$ 5,263.43

(1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Written Compensation Agreements with Certain Named and Unnamed Individuals, because of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration

which results in an increase in the number of the outstanding shares of Common Stock of Theravance, Inc.

(2) Calculated solely for purposes of this offering under Rule 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low price per share of Common Stock of Theravance, Inc. as reported on the Nasdaq National Market on March 28, 2005.

EXPLANATORY NOTE

Theravance, Inc. has prepared this Registration Statement in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended (the 1933 Act), to register shares of its Common Stock, \$0.01 par value per share. Under cover of this Form S-8 is a Reoffer Prospectus that Theravance, Inc. prepared in accordance with Part I of Form S-3 under the 1933 Act. The Reoffer Prospectus may be utilized for reofferings and resales of up to 2,564,166 shares of common stock acquired by Selling Stockholder(s) under the Theravance, Inc. 1997 Stock Plan or Long-Term Incentive Plan.

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THERAVANCE, INC.

FORM S-8 CROSS REFERENCE SHEET SHOWING LOCATION OF INFORMATION
REQUIRED BY PART I OF FORM S-3

Form S-3 Item Number		Location/Heading in Prospectus
1.	Forepart of Registration Statement and Outside Front Cover page of Prospectus	Cover page
2.	Inside Front and Outside Back Cover Page of Prospectus	Available Information; Incorporation of Certain Information by Reference
3.	Summary Information, Risk Factors and Ratio of Earnings to Fixed Charges	Risk Factors
4.	Use of Proceeds	Use of Proceeds
5.	Determination of Offering Price	Not applicable
6.	Dilution	Not applicable
7.	Selling Security Holders	Selling Security Holders
8.	Plan of Distribution	Plan of Distribution
9.	Description of Securities to be Registered	Not Applicable
10.	Interests of Named Experts and Counsel	Not Applicable
11.	Material Changes	Not Applicable
12.	Incorporation of Certain Information	Documents Incorporated by Reference
13.	Disclosure of Commission Position on Indemnification for Securities Act Liabilities	Indemnification

PART II

Information Required in the Registration Statement

Item 3. **Incorporation of Documents by Reference**

Theravance, Inc. (the Registrant) hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the SEC):

- (a) **The Registrant s Annual Report on Form 10-K for the fiscal year ended December 31, 2004;**

- (b) **All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the registrant document referred to in (a) above; and**

- (c) **The description of the Registrant s outstanding Common Stock contained in the Registrant s Registration Statement No. 000-30319 on Form 8-A filed with the SEC on September 27, 2004, pursuant to Section 12 of the Securities Act of 1934, as amended (the 1934 Act), including any amendment or report filed for the purpose of updating such description.**

All reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the 1934 Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 4. **Description of Securities**

Not Applicable.

Item 5. **Interests of Named Experts and Counsel**

Not Applicable.

Item 6. **Indemnification of Directors and Officers**

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Section 145 of the Delaware General Corporation Law authorizes a court to award or a corporation's Board of Directors to grant indemnification to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the 1933 Act. The Registrant's Bylaws provide for mandatory indemnification of its directors and permissible indemnification of officers, employees and other agents to the maximum extent permitted by the Delaware General Corporation Law. The Registrant's Certificate of Incorporation provides that, pursuant to Delaware law, its directors shall not be liable for monetary damages for breach of their fiduciary duty as directors to the Registrant and its stockholders. This provision in the Certificate of Incorporation does not eliminate the fiduciary duty of the directors, and, in appropriate circumstances, equitable remedies such as injunctive or other forms of non-monetary relief will remain available under Delaware law. In addition, each director will continue to be subject to liability for breach of the director's duty of loyalty to the Registrant for acts or omissions not in good faith or involving intentional misconduct, for knowing violations of law, for actions leading to improper personal benefit to the director and for payment of dividends or approval of stock repurchases or redemptions that are unlawful under Delaware law. The provision also does not affect a director's responsibilities under any other law, such as the federal securities laws or state or federal environmental laws. The Registrant has entered into Indemnification Agreements with its directors. The Indemnification Agreements provide the Registrant's directors with further indemnification to the maximum extent permitted by the Delaware General Corporation Law.

Item 7. **Exemption from Registration Claimed**

The sale and issuance of securities to the Selling Stockholders by the Registrant to whom the shares offered for resale pursuant to this Registration Statement were sold were deemed to be exempt from registration under the 1933 Act by virtue of Section 4(2) thereof or pursuant to Rule 701 thereof.

Item 8. **Exhibits**

Exhibit Number	Exhibit
4	Instrument Defining Rights of Stockholders. Reference is made to Theravance, Inc.'s Registration Statement No. 000-30319 on Form 8-A, which is incorporated herein by reference under Item 3(b) of this Registration Statement.
23.1	Consent of Independent Registered Public Accounting Firm.
24	Power of Attorney. Reference is made to page II-3 of this Registration Statement.

Item 9. **Undertakings**

A. The undersigned Registrant hereby undertakes: (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement (i) to include any prospectus required by Section 10(a)(3) of the 1933 Act, (ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement and (iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; provided, however, that clauses (1)(i) and (1)(ii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the 1934 Act that are incorporated by reference in this Registration Statement; (2) that for the purpose of determining any liability under the 1933 Act each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof, and (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the Written Compensation Agreements Covering Shares acquired by Certain Named and Unnamed Individuals pursuant to the Theravance, Inc. 1997 Stock Plan or Long-Term Incentive Plan.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the 1933 Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the 1934 Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers or controlling persons of the Registrant pursuant to the indemnification provisions summarized in Item 6 or

A. The undersigned Registrant hereby undertakes: (1) to file, during any period in which offers

otherwise, the Registrant has been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the 1933 Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, State of California on this 30th day of March, 2005.

THERAVANCE, INC.

By: /s/ Rick E Winningham
Rick E Winningham
Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

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That the undersigned officers and directors of Theravance, Inc., a Delaware corporation, do hereby constitute and appoint Rick E Winningham, Bradford J. Shafer and Michael W. Aguiar, and any of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and either one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms all that said attorneys and agents, or either one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Rick E. Winningham Rick E Winningham	Chief Executive Officer and Director (Principal Executive Officer)	March 30, 2005
/s/ Michael W. Aguiar Michael W. Aguiar	Senior Vice President, Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	March 30, 2005
/s/ P. Roy Vagelos, M.D. P. Roy Vagelos, M.D.	Chairman of the Board of Directors	March 30, 2005

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Signature	Title	Date
/s/ Julian C. Baker Julian C. Baker	Director	March 30, 2005
/s/ Jeffrey M. Drazan Jeffrey M. Drazan	Director	March 30, 2005
/s/ Robert V. Gunderson, Jr. Robert V. Gunderson, Jr.	Director	March 30, 2005
/s/ Arnold J. Levine, Ph.D. Arnold J. Levine, Ph.D.	Director	March 30, 2005
/s/ Ronn C. Loewenthal Ronn C. Loewenthal	Director	March 30, 2005
/s/ Michael G. Mullen Michael G. Mullen	Director	March 30, 2005
/s/ William H. Waltrip William H. Waltrip	Director	March 30, 2005
/s/ George M. Whitesides, Ph.D. George M. Whitesides, Ph.D.	Director	March 30, 2005
/s/ William D. Young William D. Young	Director	March 30, 2005

Shares of Common Stock

Theravance, Inc.

This Reoffer Prospectus relates to 2,564,166 shares of the Common Stock, par value \$0.01 (the Common Stock), of Theravance, Inc. (the Company), which may be offered from time to time by certain key employees named herein and certain employees who are not named herein who are not affiliates (the Selling Stockholders). It is anticipated that the Selling Stockholders will offer shares for sale at prevailing prices on the Nasdaq National Market System on the date of sale. The Company will receive no part of the proceeds of sale made hereunder. All expenses of registration incurred in connection with this offering are being borne by the Company, but all selling and other expenses incurred by each of the Selling Stockholders will be borne by each such Selling Stockholder.

The Common Stock is traded on the Nasdaq National Market System.

The Selling Stockholders and any broker executing selling orders on behalf of the Selling Stockholders may be deemed to be underwriters within the meaning of the Securities Act of 1933, as amended (the 1933 Act), in which event commissions received by such broker may be deemed to be underwriting commissions under the Securities Act.

THESE SECURITIES INVOLVE A HIGH DEGREE OF RISK AND SHOULD BE CONSIDERED ONLY BY PERSONS WHO CAN AFFORD THE LOSS OF THEIR ENTIRE INVESTMENT.
SEE RISK FACTORS BEGINNING ON PAGE 3.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION NOR HAS THE COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

No person is authorized to give any information or to make any representations, other than those contained in this Prospectus, in connection with the offering described herein, and, if given or made, such information or representations must not be relied upon as having been authorized by the Company or any Selling Stockholder. This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, nor shall there be any sale of these securities by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. Neither the delivery of this Prospectus nor any sale made hereunder shall under any circumstances create an implication that the information contained herein is correct as of any time subsequent to the date hereof.

The date of this Prospectus is March 30, 2005.

AVAILABLE INFORMATION

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The Company is subject to the informational reporting requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act) since the first date on which its Common Stock is registered under Section 12(g) of the Exchange Act and in accordance therewith will file reports, proxy statements and other information with the Securities and Exchange Commission (the Commission). Such reports, proxy statements and other information can be inspected and copied at the Public Reference Room of the Commission, 450 Fifth Street, N.W., Washington, D.C. 20549 and at the Commission's regional offices at 219 South Dearborn Street, Chicago, IL 60604; 26 Federal Plaza, New York, NY 10007; and 5757 Wilshire Boulevard, Los Angeles, CA 90036, at prescribed rates. The Common Stock is quoted on the Nasdaq National Market System. Reports, proxy statements, informational statements and other information concerning the Company can be inspected at the offices of the National Association of Securities Dealers, Inc. at 1735 K Street, N.W., Washington, D.C. 20006. The Commission also maintains a Web site (<http://www.sec.gov>) that contains reports, proxy statements and other information regarding registrants that file electronically with the Commission.

The Company intends to furnish its stockholders with annual reports containing audited financial statements and a report thereon by an independent registered public accounting firm.

A copy of any document incorporated by reference in the Registration Statement (not including exhibits to the information that is incorporated by reference unless such exhibits are specifically incorporated by reference into the information that the Registration Statement incorporates) of which this Reoffer Prospectus forms a part but which is not delivered with this Reoffer Prospectus will be provided by the Company without charge to any person (including any beneficial owner) to whom this Reoffer Prospectus has been delivered upon the oral or written request of such person. Such requests should be directed to Bradford J. Shafer, Theravance, Inc., 901 Gateway Boulevard, South San Francisco, CA 94080. The Company's telephone number at that location is (650) 808-6000.

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THE COMPANY

Risks Related to our Business

If our product candidates are determined to be unsafe or ineffective in humans, we will not receive product revenue.

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We have never commercialized any of our product candidates. We are uncertain whether any of our compounds or product candidates will prove effective and safe in humans or meet applicable regulatory standards. In addition, our approach to applying our expertise in multivalency to drug discovery is unproven and may not result in the creation of successful medicines. The risk of failure for all of our compounds and product candidates is high. To date, the data supporting our drug discovery and development programs is derived solely from laboratory and preclinical studies and limited clinical studies. Our most advanced product candidate, telavancin, is currently in Phase 3 clinical studies. In addition, a number of other compounds remain in the lead identification, lead optimization and preclinical testing stages. It is impossible to predict when or if any of our compounds and product candidates will prove effective or safe in humans or will receive regulatory approval. If we are unable to discover and develop medicines that are effective and safe in humans, we will not receive product revenue.

If the product candidates that we develop on our own or through collaborative partners are not approved by regulatory agencies, including the Food and Drug Administration, we will be unable to commercialize them.

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The Food and Drug Administration (FDA) must approve any new medicine before it can be marketed and sold in the United States. We must provide the FDA and similar foreign regulatory authorities with data from preclinical and clinical studies that demonstrate that our product candidates are safe and effective for a defined indication before they can be approved for commercial distribution. We will not obtain this approval for a product candidate unless and until the FDA approves a New Drug Application (NDA). In order to market our medicines in

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Each of our product candidates must undergo extensive preclinical and clinical studies as a condition to regulatory approval. Preclinical and clinical studies are expensive and take many years to complete. To date we have not completed the clinical studies of any product candidate. The commencement and completion of clinical studies for our product candidates may be delayed by many factors, including:

our inability or the inability of our collaborators or licensees to manufacture or obtain from third parties materials sufficient for use in preclinical and clinical studies;

delays in patient enrollment, which we have experienced in the past, and variability in the number and types of patients available for clinical studies;

difficulty in maintaining contact with patients after treatment, resulting in incomplete data;

poor effectiveness of product candidates during clinical studies;

unforeseen safety issues or side effects;

governmental or regulatory delays and changes in regulatory requirements, policy and guidelines; and

varying interpretation of data by the FDA and similar foreign regulatory agencies.

It is possible that none of our product candidates will complete clinical studies in any of the markets in which we, our collaborators or licensees intend to sell those product candidates. Accordingly, we, our collaborators or licensees may not receive the regulatory approvals needed to market our product candidates. Any failure or delay in commencing or completing clinical studies or obtaining regulatory approvals for our product candidates would delay commercialization of our product candidates and severely harm our business and financial condition.

Even if our product candidates receive regulatory approval, commercialization of such products may be adversely affected by regulatory actions.

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Even if we receive regulatory approval, this approval may include limitations on the indicated uses for which we can market our medicines. Further, if we obtain regulatory approval, a marketed medicine and its manufacturer are subject to continual review, including review and approval of the manufacturing facilities. Discovery of previously unknown problems with a medicine may result in restrictions on its permissible uses, or on the manufacturer, including withdrawal of the medicine from the market. The FDA and similar foreign regulatory

bodies may also implement new standards, or change their interpretation and enforcement of existing standards and requirements, for the manufacture, packaging, or testing of products at any time. If we are unable to comply, we may be subject to regulatory or civil actions or penalties that could significantly and adversely affect our business. Any failure to maintain regulatory approval will limit our ability to commercialize our product candidates, which would materially and adversely affect our business and financial condition.

We have incurred operating losses in each year since our inception and expect to continue to incur substantial and increasing losses for the foreseeable future.

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We have been engaged in discovering and developing compounds and product candidates since mid-1997. We have not generated any product sales revenue to date. We may never generate revenue from selling medicines or achieve profitability. As of December 31, 2004, we had an accumulated deficit of \$469 million. We expect our research and development expenses to continue to increase as we continue to expand our development programs. As a result, we expect to continue to incur substantial and increasing losses for the foreseeable future. We are uncertain when or if we will be able to achieve or sustain profitability. Failure to become and remain profitable would adversely affect the price of our common stock and our ability to raise capital and continue operations.

If we fail to obtain the capital necessary to fund our operations, we may be unable to develop our products and we could be forced to share our rights to commercialize our product candidates with third parties on terms that may not be favorable to us.

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We entered into our Beyond Advair collaboration agreement with GSK in November 2002 and a strategic alliance agreement with GSK in March 2004. In connection with these agreements, we have granted to GSK certain rights regarding the use of our patents and technology with respect to compounds in our development programs, including development and marketing rights. In connection with our strategic alliance agreement, upon exercise of its rights with respect to a particular development program, GSK will have full responsibility for development and commercialization of any product candidates in that program. Any future milestone payments or royalties to us from these programs will depend on the extent to which GSK advances the product candidate through development and commercial launch.

We cannot assure you that GSK will fulfill its obligations under these agreements. If GSK fails to fulfill its obligations under these agreements, we may be unable to assume the development of the product candidates covered by the agreements or enter into alternative arrangements with a third party to develop such product candidates. In addition, with the exception of product candidates in our Beyond Advair collaboration, GSK is not restricted from developing its own product candidates that compete with those licensed from us. If GSK elected to advance its own product candidates in preference to those licensed from us, future payments to us could be reduced and our business and financial condition would be materially and adversely affected. Accordingly, our ability to receive any revenue from the product candidates covered by these agreements is dependent on the efforts of GSK. We could also become involved in disputes with GSK, which could lead to delays in or termination of our development and commercialization programs and time-consuming and expensive litigation or arbitration. If GSK terminates or breaches its agreements with us, or otherwise fails to complete its obligations in a timely manner, the chances of successfully developing or commercializing our product candidates would be materially and adversely affected.

In addition, while our alliance with GSK sets forth pre-agreed upfront payments, development obligations, milestone payments and royalty rates under which GSK may obtain exclusive rights to develop and commercialize our product candidates, GSK may in the future seek to negotiate more favorable terms on a project-by-project basis. To date, GSK has only licensed our long-acting muscarinic antagonist (LAMA) program and our bifunctional muscarinic antagonist-beta agonist (MABA) program under the terms of the strategic alliance agreement. To date GSK has chosen not to license our bacterial infections program and our anesthesia program. There can be no assurance that GSK will license any other development program under the terms of the strategic alliance agreement, or at all. GSK's failure to license our development programs could adversely affect the perceived prospects of the product candidates that are the subject of these development programs, which could negatively affect our ability to enter into collaborations for these product candidates with third parties and the price of our common stock.

Our relationship with GSK may have a negative effect on our ability to enter into relationships with third parties.

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As of December 31, 2004, GSK beneficially owned approximately 17.7% of our outstanding capital stock, and will have the right in July 2007 to acquire up to approximately 60% of our common stock through the exercise of its call right. Other than our bacterial infections program and our anesthesia program, which GSK has not licensed under the strategic alliance, GSK has the right to license exclusive development and commercialization rights to our product candidates arising from all of our current and future drug discovery and development programs initiated prior to September 1, 2007. This right will extend to our programs initiated prior to September 1, 2012 if GSK owns more than 50% of our common stock due to exercise of the call right or the put right. In brief, (i) the call right is GSK's right, in July 2007, to require us to redeem 50% of our common stock held by each stockholder at \$54.25 per share, and (ii) the put right is the right of each of our stockholders in August 2007, if GSK has not exercised its call right in July 2007, to require us to redeem up to 50% of their common stock at \$19.375 per share. Pharmaceutical companies (other than GSK) that may be interested in developing products with us are likely to be less inclined to do so because of our relationship with GSK, or because of the perception that development programs that GSK does not license pursuant to our strategic alliance agreement are not promising programs. In addition, because GSK may license our development programs at any time prior to successful completion of a Phase 2 proof-of-concept study, we may be unable to collaborate with other partners with respect to these programs until we have expended substantial resources to advance them through clinical studies. Given the restrictions on our ability to raise capital provided for in our agreements with GSK, we may not have sufficient funds to pursue such projects in the event GSK does not license at an early stage. If our ability to work with present or future strategic partners, collaborators or consultants is adversely affected as a result of our strategic alliance with GSK, our business prospects may be limited and our financial condition may be adversely affected.

If we are unable to enter into future collaboration arrangements or if any such collaborations with third parties are unsuccessful, our profitability may be delayed or reduced.

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Although GSK has licensed our LAMA and our MABA program, GSK has not licensed our bacterial infections program nor our anesthesia program, and GSK may not license any of our other programs. As a result, we may be required to enter into collaborations with other third parties regarding our bacterial infections program, our anesthesia program, or other programs whereby we have to relinquish material rights, including revenue from

commercialization of our medicines on terms that are less attractive than our current arrangements with GSK. Furthermore, our ability to raise additional capital to fund our drug discovery and development efforts is greatly limited as a result of our agreements with GSK. In addition, we may not be able to control the amount of time and resources that our collaborative partners devote to our product candidates and our partners may choose to pursue alternative products. Moreover, these collaboration arrangements are complex and time-consuming to negotiate. If we are unable to reach agreements with third-party collaborators, we may fail to meet our business objectives and our financial condition may be adversely affected. We face significant competition in seeking third-party collaborators and may be unable to find third parties to pursue product collaborations on a timely basis or on acceptable terms. Our inability to successfully collaborate with third parties would increase our development costs and could limit the likelihood of successful commercialization of our product candidates.

We rely on a number of manufacturers for our product candidates and our business will be seriously harmed if these manufacturers are not able to satisfy our demand and alternative sources are not available.

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We are substantially dependent on third-party vendors and clinical research organizations for preclinical and clinical studies related to our drug discovery and development efforts. If we lose our relationship with any one or more of these providers, we could experience a significant delay in both identifying another comparable provider and then contracting for its services. We may be unable to retain an alternative provider on reasonable terms, if at all. Even if we locate an alternative provider, it is likely that this provider will need additional time to respond to our needs and may not provide the same type or level of service as the original provider. In addition, any clinical

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Our ability to succeed in the future depends on our ability to demonstrate and maintain a competitive advantage with respect to our approach to the discovery and development of medicines. Our objective is to discover, develop and commercialize new medicines with superior efficacy, convenience, tolerability and/or safety. Because our strategy is to develop new product candidates for biological targets that have been validated by existing medicines or potential medicines in late stage clinical studies, to the extent that we are able to develop medicines, they are likely to compete with existing drugs that have long histories of effective and safe use. We expect that any medicines that we commercialize with our collaborative partners or on our own will compete with existing or future market-leading medicines.

Many of our potential competitors have substantially greater financial, technical and personnel resources than we have. In addition, many of these competitors have significantly greater commercial infrastructures than we have. Our ability to compete successfully will depend largely on our ability to leverage our experience in drug discovery and development to:

discover and develop medicines that are superior to other products in the market;

attract qualified scientific, product development and commercial personnel;

obtain patent and/or other proprietary protection for our medicines and technologies;

obtain required regulatory approvals; and

successfully collaborate with pharmaceutical companies in the discovery, development and commercialization of new medicines.

Established pharmaceutical companies may invest heavily to quickly discover and develop novel compounds that could make our product candidates obsolete. Accordingly, our competitors may succeed in obtaining patent protection, receiving FDA approval or discovering, developing and commercializing medicines before we do. We are also aware of other companies that may currently be engaged in the discovery of medicines that will compete with the product candidates that we are developing. In addition, in the markets that we are targeting, we expect to compete against current or future market-leading medicines.

Any new medicine that competes with a generic market leading medicine must demonstrate compelling advantages in efficacy, convenience, tolerability and/or safety in order to overcome severe price competition and be commercially successful. If we are not able to compete effectively against our current and future competitors, our business will not grow and our financial condition and operations will suffer.

As the principles of multivalency become more widely known, we expect to face increasing competition from companies and other organizations that pursue the same or similar approaches. Novel therapies, such as gene therapy or effective vaccines for infectious diseases, may emerge that will make both conventional and multivalent medicine discovery efforts obsolete or less competitive.

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Generally, our strategy is to engage pharmaceutical or other healthcare companies with an existing sales and marketing organization and distribution system to sell, market and distribute our products. We may not be able to establish these sales and distribution relationships on acceptable terms, or at all. If we receive regulatory approval to commence commercial sales of any of our product candidates, other than those subject to our current or future agreements with GSK or pursuant to other strategic partnerships that we may enter into, we will have to establish a sales and marketing organization with appropriate technical expertise and supporting distribution capability. At present, we have no sales personnel and a very limited number of marketing personnel. Factors that may inhibit our efforts to commercialize our products without strategic partners or licensees include:

our inability to recruit and retain adequate numbers of effective sales and marketing personnel;

the inability of sales personnel to obtain access to or persuade adequate numbers of physicians to prescribe our products;

the lack of complementary products to be offered by sales personnel, which may put us at a competitive disadvantage relative to companies with more extensive product lines; and

unforeseen costs and expenses associated with creating an independent sales and marketing organization.

If we are not able to partner with a third party and are not successful in recruiting sales and marketing personnel or in building a sales and marketing infrastructure, we will have difficulty commercializing our product candidates, which would adversely affect our business and financial condition.

If we lose key scientists or management personnel, or if we fail to recruit additional highly skilled personnel, it will impair our ability to discover, develop and commercialize product candidates.

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Our principal facility is located in the San Francisco Bay Area near known earthquake fault zones and therefore is vulnerable to damage from earthquakes. In October 1989, a major earthquake struck this area and caused significant property damage and a number of fatalities. We are also vulnerable to damage from other types of disasters, including power loss, attacks from extremist organizations, fire, floods, communications failures and similar events. If any disaster were to occur, our ability to operate our business could be seriously impaired. In addition, the unique nature of our research activities and of much of our equipment could make it difficult for us to recover from this type of disaster. We currently may not have adequate insurance to cover our losses resulting from

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As of December 31, 2004, GSK beneficially owned approximately 17.7% of our outstanding capital stock. In addition, GSK has certain rights to maintain its percentage ownership of our capital stock in the future, and in 2007 GSK may exercise its call right to acquire additional shares and thereby increase its ownership up to approximately 60% of our then outstanding capital stock. If GSK exercises this call right, or a sufficient number of our stockholders exercise the put right provided for in our certificate of incorporation, GSK could own a majority of our capital stock. In addition, GSK currently has the right to designate one member to our 12-member board of directors and, depending on GSK's ownership percentage of our capital stock after September 2007, GSK will have the right to nominate up to one-third of the members of our board of directors and up to one-half of the independent members of our board of directors. There are currently no GSK designated directors on our board of directors. GSK's control relationship could give rise to conflicts of interest, including:

conflicts between GSK, as our controlling stockholder, and our other stockholders, whose interests may differ with respect to our strategic direction or significant corporate transactions; and

conflicts related to corporate opportunities that could be pursued by us, on the one hand, or by GSK, on the other hand.

Further, pursuant to our certificate of incorporation, we renounce our interest in and waive any claim that a corporate or business opportunity taken by GSK constituted a corporate opportunity of ours unless such corporate or business opportunity is expressly offered to one of our directors who is a director, officer or employee of GSK, primarily in his or her capacity as one of our directors.

GSK's rights under the strategic alliance and governance agreements may deter or prevent efforts by other companies to acquire us, which could prevent our stockholders from realizing a control premium.

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Our governance agreement with GSK limits the number of shares of capital stock that we may issue and the amount of debt that we may incur. Prior to the termination of the call and put arrangements with GSK in 2007, without the prior written consent of GSK, we may not issue any equity securities if it would cause more than approximately 54.2 million shares of common stock, or securities that are vested and exercisable or convertible into shares of common stock, to be outstanding. After estimating the number of vested and exercisable shares of common

stock we will require for equity incentive plans through the termination of the call and put arrangements, we believe that we may issue up to a total of approximately 5.0 million new shares of capital stock for capital raising purposes. In addition:

If, on or immediately after the termination of the call and put arrangements with GSK in 2007, GSK directly or indirectly controls more than 35.1% of our outstanding capital stock, then without the prior written consent of GSK, we may not issue more than an aggregate of approximately 16.1 million shares of our capital stock after September 1, 2007 through August 2012; and

Prior to the termination of the call and put arrangements with GSK in 2007, we may not borrow money or otherwise incur indebtedness of more than \$100.0 million or if such indebtedness would cause our consolidated debt to exceed our cash, cash equivalents and marketable securities.

These limits on issuing equity and debt could leave us without adequate financial resources to fund our discovery and development efforts if GSK does not license additional development programs pursuant to our strategic alliance agreement, if we do not enter into alliances with third parties on similar or better terms for these programs, or if we do not earn any of the potentially significant milestones in the programs that we have currently partnered with GSK. These events could result in a reduction of our discovery and development efforts or could result in our having to enter into collaborations with other companies that could require us to share commercial rights to our medicines to a greater extent than we currently intend. In addition, if GSK's ownership of our capital stock exceeds 50% as a result of the call and put arrangements, we will be prohibited from engaging in certain acquisitions, the disposition of material assets or repurchase of our outstanding stock without GSK's consent. These restrictions could cause us to forego transactions that would otherwise be advantageous to us and our other stockholders.

The market price of our common stock is not guaranteed, and could be adversely affected by the put and call arrangements with GSK.

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In 2007, GSK has the right to require us to redeem 50% of our outstanding common stock for \$54.25 per share, and, if GSK does not exercise this right, our stockholders will have the right to cause us to redeem up to the same number of shares for \$19.375 per share. The existence of the call feature on 50% of our common stock at a fixed price of \$54.25 may act as a material impediment to our common stock trading above the \$54.25 per share call price. If the call is exercised, our stockholders would participate in valuations above \$54.25 per share only with respect to 50% of their shares. Therefore, even if our common stock trades above \$54.25 per share, 50% of each stockholder's shares could be called at \$54.25 per share. Similarly, because the put applies to only 50% of our common stock and is not exercisable prior to 2007, it is uncertain whether the put will have any effective supporting effect on our stock price. Prior to the expiration of the put period, the price at which our common stock will trade may be influenced by the put right. Therefore, after the expiration of the put period, the market price of the common stock may decline significantly. In addition, while GSK is generally prevented from making any unsolicited tender offer for our common stock, any announcement by GSK that it does not intend to exercise the call or any offer GSK may make to our board of directors on terms less favorable than the call right described above could adversely affect our common stock price.

After September 1, 2012, GSK could sell or transfer a substantial number of shares of our common stock, which could depress our stock price or result in a change in control of our company.

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After September 1, 2012, GSK will have no restrictions on its ability to sell or transfer our common stock on the open market, in privately negotiated transactions or otherwise, and these sales or transfers could create substantial declines in the price of the outstanding shares of our common stock or, if these sales or transfers were made to a single buyer or group of buyers, could transfer control of our company to a third party.

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We rely upon a combination of patents, patent applications, trade secret protection and confidentiality agreements to protect the intellectual property related to our technologies. Any involuntary disclosure to or misappropriation by third parties of this proprietary information could enable competitors to quickly duplicate or surpass our technological achievements, thus eroding our competitive position in our market. However, the status of patents in the biotechnology and pharmaceutical field involves complex legal and scientific questions and is very uncertain. As of December 31, 2004, we had 44 issued United States patents and have received notices of allowance for 9 other United States patent applications. As of that date, we had 81 pending patent applications in the United States and 85 granted foreign patents. We also have 23 Patent Cooperation Treaty applications that permit us to pursue patents outside of the United States, and 355 foreign national patent applications. Our patent applications may be challenged or fail to result in issued patents and our existing or future patents may be too narrow to prevent third parties from developing or designing around these patents. If the sufficiency of the breadth or strength of protection provided by our patents with respect to a product candidate is threatened, it could dissuade companies from collaborating with us to develop, and threaten our ability to commercialize, the product candidate.

the terms of the offering;

the names of any underwriters or agents;

the purchase price of the securities from us or the selling stockholder and, if the purchase price is not payable in U.S. dollars, the currency, currency unit or composite currency in which the purchase price is payable;

the net proceeds to us or the selling stockholder from the sale of securities;

any delayed delivery arrangements;

any underwriting discounts, commissions and other items constituting underwriters' compensation;

the initial public offering price;

any discounts or concessions allowed or reallocated or paid to dealers; and

any commissions paid to agents.

Sale Through Underwriters or Dealers

If we or the selling stockholder use underwriters in the sale of securities, the underwriters will acquire the securities for their own account. The underwriters may resell the securities from time to time in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. Underwriters may offer securities to the public either through underwriting syndicates represented by one or more managing underwriters or directly by one or more firms acting as underwriters. Unless we inform you otherwise in the applicable prospectus supplement, the obligations of the underwriters to purchase the securities will be subject to conditions, and the underwriters will be obligated to purchase all the offered securities if they purchase any of them. The underwriters may change from time to time any initial public offering price and any discounts or concessions allowed or reallocated or paid to dealers.

During and after an offering through underwriters, the underwriters may purchase and sell the securities in the open market. These transactions may include overallotment and stabilizing transactions and purchases to cover syndicate short positions created in connection with the offering. The underwriters also may impose a penalty bid, which means that selling concessions allowed to syndicate members or other broker-dealers for the offered securities sold for their account may be reclaimed by the syndicate if the offered securities are repurchased by the syndicate in stabilizing or covering transactions. These activities may stabilize, maintain or otherwise affect the market price of the offered securities, which may be higher than the price that might otherwise prevail in the open market. If commenced, the underwriters may discontinue these activities at any time.

If we or the selling stockholder use dealers in the sale of securities, the securities will be sold directly to them as principals. They may then resell those securities to the public at varying prices determined by the dealers at the time of resale. The dealers participating in any sale of the securities may be deemed to be underwriters within the meaning of the Securities Act with respect to any sale of those securities. We will include in the applicable prospectus supplement the names of the dealers and the terms of the transaction.

Direct Sales and Sales Through Agents

We or the selling stockholder may sell the securities directly. In that event, no underwriters or agents would be involved. We or the selling stockholder may also sell the securities through agents designated from time to

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time. In the applicable prospectus supplement, we will name any agent involved in the offer or sale of the offered securities, and we will describe any commissions payable by us or the selling stockholder to the agent. Unless we inform you otherwise in the applicable prospectus supplement, any agent will agree to use its reasonable best efforts to solicit purchases for the period of its appointment.

We or the selling stockholder may sell the securities directly to institutional investors or others who may be deemed to be underwriters within the meaning of the Securities Act with respect to any sale of those securities. We or the selling stockholder will describe the terms of any such sales in the applicable prospectus supplement.

Private Sales

The shares of our common stock covered by this prospectus that may be sold by the selling stockholder qualify for sale pursuant to Rule 144 under the Securities Act and may be sold by the selling stockholder under Rule 144 rather than pursuant to this prospectus.

Delayed Delivery Contracts

If we so indicate in the applicable prospectus supplement, we or the selling stockholder may authorize agents, underwriters or dealers to solicit offers from certain types of institutions to purchase securities from us at the public offering price under delayed delivery contracts. These contracts would provide for payment and delivery on a specified date in the future. The contracts would be subject only to those conditions described in the applicable prospectus supplement. The applicable prospectus supplement will describe the commission payable for solicitation of those contracts.

Remarketing

We may offer and sell any of the securities in connection with a remarketing upon their purchase, in accordance with a redemption or repayment by their terms or otherwise, by one or more remarketing firms acting as principals for their own accounts or as our agents. We will identify any remarketing firm, the terms of any remarketing agreement and the compensation to be paid to the remarketing firm in the applicable prospectus supplement. Remarketing firms may be deemed underwriters under the Securities Act.

Derivative Transactions

We or the selling stockholder may enter into derivative transactions with third parties, or sell securities not covered by this prospectus to third parties in privately negotiated transactions. If the applicable prospectus supplement indicates, in connection with those derivatives, the third parties may sell securities covered by this prospectus and the applicable prospectus supplement, including in short sale transactions. If so, the third parties may use securities pledged by us or borrowed from us or others to settle those sales or to close out any related open borrowings of stock, and may use securities received from us in settlement of those derivatives to close out any related open borrowings of stock.

We, the selling stockholder or one of our respective affiliates may loan or pledge securities to a financial institution or other third party that in turn may sell the securities using this prospectus. Such financial institution or third party may transfer its short position to investors in our securities or in connection with a simultaneous offering of other securities offered by this prospectus or otherwise.

The third parties in any of the sale transactions described above will be underwriters and will be identified in the applicable prospectus supplement or in a post-effective amendment to the registration statement of which this

prospectus forms a part.

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General Information

We or the selling stockholder may have agreements with the agents, dealers and underwriters to indemnify them against certain civil liabilities, including liabilities under the Securities Act, or to contribute with respect to payments that the agents, dealers or underwriters may be required to make. Agents, dealers and underwriters may be customers of, engage in transactions with or perform services for us in the ordinary course of their businesses.

Pursuant to the registration rights agreement described under **Selling Stockholder**, we have agreed to pay all of the costs, fees and expenses incurred by us incident to our registration of the resale of the selling stockholder's common stock, as well as legal fees and expenses of counsel to the selling stockholder. We will not pay any commissions, fees and discounts of underwriters, brokers, dealers and agents with respect to shares of our common stock sold by the selling stockholder.

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LEGAL OPINIONS

Certain legal matters in connection with this offering will be passed upon for us by Baker Botts L.L.P., Houston, Texas. Any underwriters will be advised about other issues relating to any offering by their own legal counsel, which firm will be named in the applicable prospectus supplement.

EXPERTS

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this Prospectus by reference to the Annual Report on Form 10-K for the year ended December 31, 2016 have been so incorporated in reliance on the report (which contains an explanatory paragraph on the effectiveness of internal control over financial reporting due to the exclusion of certain elements of the internal control over financial reporting of the Axiall Corporation business the registrant acquired during 2016) of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

The consolidated financial statements of Axiall Corporation appearing in Axiall Corporation's Current Report on Form 8-K filed with the SEC on August 30, 2016 have been audited by Ernst & Young LLP, an independent registered public accounting firm, as set forth in their report thereon, included therein, and incorporated by reference into Westlake Chemical Corporation's Current Report on Form 8-K/A filed with the SEC on September 8, 2016, which Form 8-K/A is incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

We file reports, proxy statements and other information with the SEC. You can read and copy any materials we file with the SEC at the SEC's public reference room at 100 F Street, N.E., Room 1850, Washington, D.C. 20549. You can obtain information about the operation of the SEC's public reference room by calling the SEC at 1-800-SEC-0330. The SEC also maintains a Web site that contains information we file electronically with the SEC, which you can access over the Internet at <http://www.sec.gov>.

Our Web site is located at <http://www.westlake.com>. Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings with the SEC are available, free of charge, through our Web site, as soon as reasonably practicable after those reports or filings are electronically filed with or furnished to the SEC. Information on our Web site or any other website is not incorporated by reference in this prospectus and does not constitute a part of this prospectus.

This prospectus is part of a registration statement we have filed with the SEC relating to the securities we and the selling stockholder may sell. As permitted by SEC rules, this prospectus does not contain all of the information we have included in the registration statement and the accompanying exhibits and schedules we file with the SEC. You may refer to the registration statement, the exhibits and the schedules for more information about us, the selling stockholder and our securities. The registration statement, exhibits and schedules are available at the SEC's public reference room or through its Web site.

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We are incorporating by reference information we file with the SEC, which means that we are disclosing important information to you by referring you to those documents. The information we incorporate by reference is an important part of this prospectus, and later information that we file with the SEC automatically will update and supersede this information. We incorporate by reference the documents listed below and any future filings we make with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), until we sell all the securities offered by this prospectus:

our annual report on Form 10-K for the fiscal year ended December 31, 2016;

our current report on Form 8-K/A filed with the SEC on September 8, 2016;

our definitive proxy statement on Schedule 14A filed with the SEC on April 7, 2017 (only portions that are incorporated by reference into part III of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016); and

the description of our common stock contained in our Registration Statement on Form 8-A filed with the SEC on July 30, 2004, as we may update that description from time to time.

You may request a copy of these filings (other than an exhibit to those filings unless we have specifically incorporated that exhibit by reference into the filing), at no cost, by writing or telephoning us at the following address:

Westlake Chemical Corporation

2801 Post Oak Boulevard, Suite 600

Houston, Texas 77056

Attention: Investor Relations

Telephone: (713) 960-9111

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. *Other Expenses of Issuance and Distribution.*

The following table sets forth the estimated expenses payable by Westlake Chemical Corporation, a Delaware corporation (Westlake), in connection with the issuance and distribution of the securities covered in this Registration Statement.

Registration fee	*
Printing expenses	**
Accounting fees and expenses	**
Legal fees and expenses	**
Trustee fees and expenses	**
Rating agency fees	**
Miscellaneous	**
 Total	 **

* Applicable SEC registration fees have been deferred in accordance with Rules 456(b) and 457(r) of the Securities Act and are not estimable at this time. Up to \$46,084 of the registration fee previously paid with respect to \$1,049,900,000 aggregate initial offering price of securities that were previously registered pursuant to Registration Statement File No. 333-124581 (initially filed by the Registrant on May 3, 2005) and not sold thereunder, which amount was carried forward pursuant to Rule 457(p) to the Registration Statement File No. 333-150206 (initially filed by the Registrant on April 11, 2008) and subsequently carried forward pursuant to Rule 457(p) to the Registration Statement File No. 333-177119 (initially filed by the Registrant on September 30, 2011) and subsequently carried forward pursuant to Rule 457(p) to the Registration Statement File No. 333-191064 (initially filed by the Registrant on September 9, 2013) and may be used to offset future registration fees due under this Registration Statement pursuant to Rule 457(p) of the Securities Act.

** These fees and expenses will depend upon the securities offered and the number of issuances and accordingly cannot be estimated at this time.

Item 15. *Indemnification of Directors and Officers.*

Delaware Corporations. Delaware law permits a corporation to adopt a provision in its certificate of incorporation eliminating or limiting the personal liability of a director, but not an officer in his or her capacity as such, to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that such provision shall not eliminate or limit the liability of a director for (1) any breach of the director's duty of loyalty to the corporation or its stockholders, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) liability under section 174 of the Delaware General Corporation Law (the DGCL) for unlawful payment of dividends or stock purchases or redemptions or (4) any transaction from which the director derived an improper personal benefit.

The amended and restated certificate of incorporation of Westlake provides that, to the fullest extent of Delaware law, no Westlake director shall be liable to Westlake or its stockholders for monetary damages for breach of fiduciary duty as a director.

Under Delaware law, a corporation may indemnify any person who was or is a party or is threatened to be made a party to any type of proceeding, other than an action by or in the right of the corporation, because he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or other entity, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in

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connection with such proceeding if: (1) he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and (2) with respect to any criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful. A corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit brought by or in the right of the corporation because he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or other entity, against expenses, including attorneys' fees, actually and reasonably incurred in connection with such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification will be made if the person is found liable to the corporation unless, in such a case, the court determines the person is nonetheless entitled to indemnification for such expenses. A corporation must also indemnify a present or former director or officer who has been successful on the merits or otherwise in defense of any proceeding, or in defense of any claim, issue or matter therein, against expenses, including attorneys' fees, actually and reasonably incurred by him or her. Expenses, including attorneys' fees, incurred by a director or officer, or any employees or agents as deemed appropriate by the board of directors, in defending civil or criminal proceedings may be paid by the corporation in advance of the final disposition of such proceedings upon receipt of an undertaking by or on behalf of such director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation. The Delaware law regarding indemnification and the advancement of expenses is not exclusive of any other rights a person may be entitled to under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

Under the DGCL, the termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that a person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Delaware law also provides that a corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or other entity, against any liability asserted against and incurred by such person, whether or not the corporation would have the power to indemnify such person against such liability.

Westlake's amended and restated certificate of incorporation and amended and restated bylaws authorize indemnification of any person entitled to indemnity under law to the full extent permitted by law.

The bylaws of Geismar Holdings, Inc., GVGP, Inc., Westlake Chemical Investments, Inc., Westlake Longview Corporation, Westlake NG I Corporation, and Westlake Vinyls, Inc. require indemnification of officers, directors, employees and agents to the extent permitted by the DGCL. The bylaws of Westlake Management Services, Inc., Westlake Olefins Corporation, Westlake PVC Corporation, Westlake Resources Corporation and Westlake Vinyl Corporation contain no provisions regarding indemnification of officers or directors. The certificate of incorporation for Westlake Supply and Trading Company requires indemnification of officers and directors and allows indemnification of employees and agents, in each case to the extent permitted by the DGCL.

Axiall Corporation's certificate of incorporation permits indemnification of directors and officers to the fullest extent permitted by the DGCL. Article Seven of Rome Delaware Corporation's charter provides for the indemnification of its directors and officers to the full extent permitted by the DGCL or any other applicable laws and allows the corporation to enter into one or more agreements with any person which provide for indemnification greater or different than that provided in the charter.

Axiall Ohio, Inc. s certificate of incorporation provides for indemnification of officers and directors against all expenses, liability or losses reasonably incurred or suffered by the officer or director to the extent legally

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permissible under the DGCL. Generally, indemnification will only be available where an officer or director can establish that such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the company. Axiall Ohio, Inc.'s certificate of incorporation also limit such indemnification in connection with actions, suits, or proceedings commenced by the officer or director to instances where the commencement of the proceeding (or part thereof) was authorized by the board of directors of the company.

Eagle Spinco Inc.'s certificate of incorporation provides that a director of the company shall not be liable to the company or its stockholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by the DGCL or other Delaware Law. Eagle Spinco Inc. may, by action of its board of directors, provide indemnification to such employees and agents of the company as to such extent and to such effect as the board shall determine to be appropriate and authorized by the DGCL or other Delaware Law. Eagle Spinco Inc. may also have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the company.

Axiall Holdco, Inc.'s certificate of incorporation provides indemnification for directors or officers of the company, or each such person who is or was serving or who had agreed to serve at the request of the board of directors, to the fullest extent permitted by the DGCL or any other applicable laws. Axiall Holdco, Inc. may also enter into one or more agreements with any person which provide for indemnification greater or different than that provided in its certificate of incorporation.

Axiall Noteco, Inc.'s, Royal Building Products (USA) Inc.'s and Royal Plastics Group (U.S.A.) Limited's certificate of incorporations each provides indemnification for directors or officers of the company, or each such person who is or was serving or who had agreed to serve at the request of the board of directors, to the fullest extent permitted by the DGCL or any other applicable laws.

Delaware Limited Liability Companies. The Delaware Limited Liability Company Act (the DLLCA) provides that a limited liability company has the power to indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever.

The limited liability company agreement for each of North American Specialty Products LLC, Westlake Geismar Power Company LLC, Westlake Pipeline Investments LLC, Westlake Polymers LLC, Westlake Styrene LLC, WPT LLC and Westlake Petrochemicals LLC provides that, with certain exceptions, no manager or officer will have any personal liability whatsoever to the limited liability company or any member on account of such manager's or officer's status as a manager or officer or by reason of such manager's or officer's acts or omissions in connection with the conduct of the business of the company. The debts, obligations and liabilities of each limited liability company, whether arising in contract, tort or otherwise, will be solely the debts, obligations and liabilities of the company, and no manager, member or officer will be obligated personally for any such debt, obligation or liability of the company solely by reason of being a manager, member or officer.

The limited liability company agreements of Axiall, LLC and Georgia Gulf Lake Charles, LLC provide indemnification for managers to the fullest extent permissible by the DLLCA. Axiall, LLC and Georgia Gulf Lake Charles LLC may indemnify any person who would not be entitled to mandatory indemnification with approval of all the members of the company. The limited liability company agreements of Eagle Holdco 3 LLC, Eagle Natrium LLC, and Eagle US 2 LLC provide that each company will indemnify to the fullest extent permitted by law any manager, director or officer of such company to the fullest extent permissible by the DLLCA if such representative acted in good faith and in a manner such person reasonably believed to be in the best interests of each company, respectively. No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the company. These

companies may also purchase and maintain insurance for officer and director liability, whether or not they would have the power or the obligation to indemnify such person.

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The limited liability company agreement of Westech Building Products (Evansville) LLC provides that Westech Building Products (Evansville) LLC shall indemnify and hold harmless the managers and each officer and the affiliates of any managers or officer against any and all losses, claims, damages, expenses and liabilities (including, but not limited to, any investigation, legal and other reasonable expenses incurred in connection with, and any amounts paid in settlement of, any action, suit, proceeding or claim) of any kind or nature whatsoever that such officer may at any time become subject to or liable for by reason of the formation, operation or termination of the Westech Building Products (Evansville) LLC, or the person acting as a manager or officer under the agreement, or the authorized actions of such person in connection with the conduct of the affairs of the Westech Building Products (Evansville) LLC (including, without limitation, indemnification against negligence, gross negligence or breach of duty); provided, however, that no person shall be entitled to indemnification if and to the extent that the liability otherwise to be indemnified for results from (i) any act or omission of such person that involves actual fraud or willful misconduct or (ii) any transaction from which such person derived improper personal benefit.

The limited liability company agreement of Lagoon LLC provides that Lagoon LLC shall indemnify, defend and hold harmless the member of Lagoon LLC and each employee, director, officer, agent, shareholder, limited partner and general partner of the member to the fullest extent permitted by law, from and against any loss, liability, damages, cost or expense (including legal fees and expenses and any amounts paid in settlement) resulting from a claim, demand, lawsuit, action or proceeding by reason of any act or omission performed or omitted by such person on behalf of Lagoon LLC; provided that such acts or omissions of such person are not found by a court of competent jurisdiction to constitute fraud.

Delaware Limited Partnerships. Subject to such standards and restrictions as are set forth in its limited partnership agreement, the Delaware Revised Uniform Limited Partnership Act empowers a Delaware limited partnership to indemnify and hold harmless any partner or other person from and against any and all claims and demands.

The limited partnership agreement for Westlake Vinyls Company LP provides that (1) the general partner's obligation to perform are performable only to the extent that the partnership has funds available and (2) neither the general partner nor its affiliates shall ever be personally liable to involuntarily furnish its or their own funds for any such purposes, to respond in damages or to render specific performance. The limited partners agree to look solely to the general partner's partnership interest for recovery of any judgment against the general partner. So long as the general partner acts in good faith, it has no liability or obligation to the partnership or to any partner for any decision, act or omission, whether or not such decision, act or omission was (1) authorized or reasonably prudent or (2) the result of the exercise of good or bad business judgment.

Louisiana Corporations. Section 1-851 of the Louisiana Business Corporation Act (LBCA) permits corporations to indemnify any individual who was, is, or is threatened to be made a defendant or respondent to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative, including any proceeding by or in the right of the corporation, by reason of the fact that he is or was a director, officer, or, while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, manager, partner, trustee, employee, or agent of another entity or employee benefit plan, against liability, including judgments, penalties, fines, amounts paid in settlement and reasonable expenses incurred with respect to a proceeding, if the corporation determines, in accordance with Section 1-855 of the LCBA, that he has met the relevant standard of conduct by having acted in good faith and, if in an official capacity, in a manner he reasonably believed to be in the best interest of the corporation, and in all other capacities, in a manner he reasonably believed to be not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Section 1-851(D)(2) of the LBCA provides that a corporation shall not indemnify a director in connection with any proceeding with respect to conduct for which the director or officer was adjudged liable for receiving a financial benefit to which he was not entitled. Section 1-832(A)(3) of the

LBCA provides that a corporation shall not indemnify a director for liability for unlawful distributions made in violation of Section 1-833 of the LCBA. Section 1-832(A) of the LBCA and Section 1-856 of the LBCA provide that neither

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officers nor directors may be indemnified for liability arising out of a breach of the officer's or directors' duty of loyalty to the corporation or its shareholders, an intentional infliction of harm on the corporation or the shareholders, or an intentional violation of criminal law. Any indemnification under Section 1-851 of the LCBA, unless ordered by the court, shall be made by the corporation only as authorized in a specific proceeding upon a determination that the relevant standard of conduct has been met, and such determination shall be made: (i) by the board of directors by a majority vote of a quorum of all qualified directors, or (ii) by a majority of the members of a committee of two or more qualified directors appointed by a majority vote of all qualified directors, or (iii) if such a quorum is not obtainable and the board of directors so directs, by special legal counsel selected by the board of directors, or (iv) by the shareholders, excepting shares owned or voted under the control of a non-qualified director.

Sections 1-852 and 1-856(C) of the LCBA provide that a corporation shall indemnify a director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because he was a director or officer of the corporation against expenses incurred by him in connection therewith. Section 1-851(D)(1) and 1-856(A)(1) of the LCBA provide that, in case of proceedings by or in the right of the corporation, the indemnity for both directors and officers shall be limited to expenses incurred in connection with the proceeding, if the corporation determines that the director has met the relevant standard of conduct described above.

Section 1-856 of the LCBA provides that a corporation may indemnify and advance expenses to an officer to the same extent as a director and, if he is an officer but not a director, to such further extent as may be provided by the articles of incorporation, the bylaws, a resolution of the board of directors, or contract, except that the corporation may not indemnify the officer for (1) liability in connection with a proceeding by or in the right of the corporation other than for expenses incurred in connection with the proceeding, or (2) liability arising out of conduct that constitutes a breach of the officer's duty of loyalty to the corporation or its shareholders, an intentional infliction of harm on the corporation or the shareholders, or an intentional violation of criminal law. Section 1-858 of the LCBA provides that the LCBA neither requires indemnification for, nor limits a corporation's power to provide indemnification voluntarily to, its employees and agents who are neither officers nor directors.

Louisiana Limited Liability Companies. Section 1315 of the Louisiana Limited Liability Company Act states that a limited liability company's articles of organization or written operating agreement may (1) eliminate or limit the personal liability of such entity's members or managers for monetary damages for breach of their fiduciary duties or (2) provide for indemnification of such entity's members or managers for judgments, settlements, penalties, fines, or expenses incurred because of their current or former status as such. A limited liability company may not eliminate the liability of a member or manager for the amount of a financial benefit received by a member or manager to which he is not entitled or for an intentional violation of a criminal law.

The operating agreement of PHH Monomers, L.L.C. states that the company will indemnify, defend and hold harmless any officers or directors against any and all claims to the extent such claims arise out of operation of the Lake Charles complex. These indemnities survive dissolution of the company, any successor thereto, and termination of the operating agreement. PHH Monomers, L.L.C. will also indemnify any person who is or was a party to any pending or completed action by reason of the fact that he is or was a member of the committee or director, officer, employee or agent of the company if he acted in good faith and in a reasonable manner in the best interest of the company. This right is not exclusive of any other rights to which those seeking indemnification may be entitled under any other agreement or pursuant to the direction of any court of competent jurisdiction or otherwise. PHH Monomers, L.L.C. may purchase and maintain insurance on behalf of any person who is or was a member of the committee, director, officer, employee, agent or servant of the company, whether or not the company would have the power or the obligation to indemnify him against such liability under the above provisions.

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Michigan Corporations. Under Section 561 of the Michigan Business Corporation Act (MIBCA), a Michigan corporation may indemnify a person who was or is a party or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, other than an action by or in the right of the corporation, by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another enterprise, against expenses, including attorney s fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred in connection therewith if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders and, with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

Under Section 562 of the MIBCA, a Michigan corporation may also provide similar indemnity to such a person for expenses, including attorney s fees, and amounts paid in settlement actually and reasonably incurred by the person in connection with actions or suits by or in the right of the corporation if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the interests of the corporation or its shareholders, except in respect of any claim, issue or matter in which the person has been found liable to the corporation, unless the court determines that the person is fairly and reasonably entitled to indemnification in view of all relevant circumstances, in which case indemnification is limited to reasonable expenses incurred. To the extent that such person has been successful on the merits or otherwise in defending any such action, suit or proceeding referred to above or any claim, issue or matter therein, he or she is entitled to indemnification for expenses (including attorneys fees) actually and reasonably incurred by such person in connection therewith.

Under Section 563 of the MIBCA if a director or officer of a corporation has been successful on the merits or otherwise in defense of an action, suit, or proceeding referred to in Section 561 or 562 of the MIBCA, or in defense of a claim, issue, or matter in the action, suit, or proceeding, the corporation shall indemnify him or her against actual and reasonable expenses, including attorneys fees, incurred by him or her in connection with the action, suit, or proceeding and any action, suit, or proceeding brought to enforce the mandatory indemnification.

Under Section 564a of the MIBCA, an indemnification under Section 561 or 562 of the MIBCA, unless ordered by the court or otherwise required by Section 563 of the MIBCA, shall be provided by the corporation only as authorized upon a determination that indemnification of such officer, director, employee, or agent is proper because the applicable standard of conduct set forth in Sections 561 and 562 of the MIBCA have been met. Section 564a(1) of the MIBCA sets forth the following ways such determination may be made: (a) by a majority vote of a quorum of the board consisting of directors who are not parties or threatened to be made parties to the action, suit, or proceeding; (b) if a quorum cannot be obtained under subdivision (a), by majority vote of a committee duly designated by the board and consisting solely of 2 or more directors not at the time parties or threatened to be made parties to the action, suit, or proceeding; (c) in a written opinion by independent legal counsel selected by the board; (d) by all independent directors who are not parties or threatened to be made parties to the action, suit, or proceeding; or (e) by the shareholders, but shares held by directors, officers, employees, or agents who are parties or threatened to be made parties to the action, suit, or proceeding may not be voted.

The MIBCA also permits a Michigan corporation to purchase and maintain on behalf of such a person insurance against liabilities incurred in such capacities.

The bylaws of Plastic Trends, Inc. state that directors and officers shall be indemnified by the company against expenses, including attorney s fees, reasonably incurred by him in connection with any action, suit or proceeding (whether civil or criminal) to which he may be made a party by reason of his being, or having been a director or officer of the company. This includes the cost of reasonable settlement where such settlement is approved by the

corporation. The corporation shall not indemnify any director or officer with respect to matters as to which he shall have been finally adjudged to have been liable for negligence or misconduct in the performance of his duty as such director or officer. The bylaws of Plastic Trends, Inc. do not require the determination in Section 564(a) of the MIBCA.

Table of Contents**Item 16. Exhibits**

The following documents are filed as exhibits to this registration statement:

EXHIBIT

NUMBER	DESCRIPTION
1.1**	Form of Underwriting Agreement, relating to equity securities.
1.2**	Form of Underwriting Agreement, relating to debt securities.
4.1	Amended and Restated Certificate of Incorporation of Westlake as filed with the Delaware Secretary of State on August 6, 2004 (incorporated by reference to Exhibit 3.1 to Westlake's Registration Statement on Form S-1/A filed on August 9, 2004 under Registration No. 333-115790).
4.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Westlake as filed with the Delaware Secretary of State on May 16, 2014 (incorporated by reference to Westlake's Current Report on Form 8-K filed on May 16, 2014, File No. 001-32260).
4.3	Amended and Restated Bylaws of Westlake (incorporated by reference to Exhibit 3.2 to Westlake's Registration Statement on Form S-1/A filed on August 9, 2004 under Registration No. 333-115790).
4.4	Indenture dated as of January 1, 2006 by and among Westlake, the potential subsidiary guarantors listed therein and JPMorgan Chase Bank, National Association, as trustee (incorporated by reference to Westlake's Current Report on Form 8-K filed on January 13, 2006, File No. 1-32260).
4.5	Form of Westlake Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Westlake's Registration Statement on Form S-1/A filed on August 9, 2004 under Registration No. 333-115790).
4.6	Certificate of Incorporation of Geismar Holdings, Inc. as filed with the Delaware Secretary of State on December 26, 2002 (incorporated by reference to Exhibit 3.1 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.7	By-Laws of Geismar Holdings, Inc. (incorporated by reference to Exhibit 3.7 of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).
4.8	Certificate of Incorporation of GVGP, Inc. as filed with the Delaware Secretary of State on December 26, 2002 (incorporated by reference to Exhibit 3.3 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.9	By-Laws of GVGP, Inc. (incorporated by reference to Exhibit 3.13 of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).
4.10	Certificate of Incorporation of Westlake Chemical Investments, Inc. as filed with the Delaware Secretary of State on December 13, 2000 (incorporated by reference to Exhibit 3.29 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).

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- 4.11 By-Laws of Westlake Chemical Investments, Inc. (incorporated by reference to Exhibit 3.30 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
- 4.12(a) Certificate of Conversion of Westlake Geismar Power Company LLC as filed with the Delaware Secretary of State on January 12, 2011 (incorporated by reference to Exhibit 3.8(b) of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).

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NUMBER	DESCRIPTION
4.12(b)	Certificate of Formation of Westlake Geismar Power Company LLC as filed with the Delaware Secretary of State on January 12, 2011 (incorporated by reference to Exhibit 3.8(b) of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).
4.13	Limited Liability Company Agreement of Westlake Geismar Power Company LLC (incorporated by reference to Exhibit 3.8(c) of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).
4.14	Certificate of Incorporation of Westlake NG II Corporation (now known as Westlake Longview Corporation) as filed with the Delaware Secretary of State on November 18, 2005 (incorporated by reference to Exhibit 3.64 of Westlake's Registration Statement on Form S-3/A filed on November 23, 2005, File No. 333-124581).
4.15	Certificate of Amendment to Certificate of Incorporation of Westlake Longview Corporation as filed with the Delaware Secretary of State on November 3, 2006 (incorporated by reference to Exhibit 3.23(b) of Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.16	Bylaws of Westlake NG II Corporation (now known as Westlake Longview Corporation) (incorporated by reference to Exhibit 3.65 of Westlake's Registration Statement on Form S-3/A filed on November 23, 2005, File No. 333-124581).
4.17	Certificate of Incorporation of Westlake Management Services, Inc. as filed with the Delaware Secretary of State on November 5, 1990 (incorporated by reference to Exhibit 3.37 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.18	Bylaws of Westlake Management Services, Inc. (incorporated by reference to Exhibit 3.10(b) of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).
4.19	Certificate of Incorporation of Westlake NG I Corporation as filed with the Delaware Secretary of State on November 18, 2005 (incorporated by reference to Exhibit 3.62 of Westlake's Registration Statement on Form S-3/A filed on November 23, 2005, File No. 333-124581).
4.20	Bylaws of Westlake NG I Corporation (incorporated by reference to Exhibit 3.63 of Westlake's Registration Statement on Form S-3/A filed on November 23, 2005, File No. 333-124581).
4.21	Certificate of Incorporation of Westlake Olefins Corporation as filed with the Delaware Secretary of State on May 15, 1989 (incorporated by reference to Exhibit 3.39 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.22	Certificate of Amendment to the Certificate of Incorporation of Westlake Olefins Corporation as filed with the Delaware Secretary of State on July 20, 1992 (incorporated by reference to Exhibit 3.40 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).

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- 4.23 By-Laws of Westlake Olefins Corporation (incorporated by reference to Exhibit 3.41 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
- 4.24 Certificate of Formation of Westlake Pipeline Investments LLC as filed with the Delaware Secretary of State on August 31, 2010 (incorporated by reference to Exhibit 3.13(a) of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).

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NUMBER	DESCRIPTION
4.25	Limited Liability Company Agreement of Westlake Pipeline Investments LLC, dated August 31, 2010 (incorporated by reference to Exhibit 3.13(b) of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).
4.26	Certificate of Formation of Westlake Polymers LLC as filed with the Delaware Secretary of State on December 31, 2007 (incorporated by reference to Exhibit 3.15(b) of Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.27(a)	Limited Liability Company Agreement of Westlake Polymers LLC, dated December 31, 2007 (incorporated by reference to Exhibit 3.15(c) of Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.27(b)	Amendment to the Limited Liability Company Agreement of Westlake Polymers LLC, dated July 27, 2010 (incorporated by reference to Exhibit 3.23(b) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.28	Certificate of Amendment to the Certificate of Incorporation of Westlake PVC Corporation as filed with the Delaware Secretary of State on August 20, 1991 (incorporated by reference to Exhibit 3.50 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.29	Bylaws of Westlake PVC Corporation (incorporated by reference to Exhibit 3.15(c) of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).
4.30	Certificate of Incorporation of Westlake Resources Corporation as filed with the Delaware Secretary of State on October 23, 1990 (incorporated by reference to Exhibit 3.52 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.31	Bylaws of Westlake Resources Corporation (incorporated by reference to Exhibit 3.16(b) of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).
4.32(a)	Certificate of Conversion of Westlake Styrene LLC as filed with the Delaware Secretary of State on December 31, 2007 (incorporated by reference to Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.32(b)	Certificate of Formation of Westlake Styrene LLC as filed with the Delaware Secretary of State on December 31, 2007 (incorporated by reference to Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.33(a)	Limited Liability Company Agreement of Westlake Styrene LLC, dated December 31, 2007 (incorporated by reference to Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.33(b)	First Amendment to Limited Liability Company Agreement of Westlake Styrene LLC, dated December 31, 2007 (incorporated by reference to Exhibit 3.29(b) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.33(c)	

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Second Amendment to Limited Liability Company Agreement of Westlake Styrene LLC, dated July 27, 2010 (incorporated by reference to Exhibit 3.29(c) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).

4.34(a)

Certificate of Incorporation of Westlake Supply and Trading Company as filed with the Delaware Secretary of State on July 20, 1992 (incorporated by reference to Exhibit 3.33 of Westlake's Registration Statement on Form S-3/A filed on May 3, 2005, File No. 333-124581).

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NUMBER	DESCRIPTION
4.34(b)	Certificate of Amendment to the Certificate of Incorporation of Westlake Supply and Trading Company dated March 23, 1999 (incorporated by reference to Exhibit 3.30(b) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.34(c)	Certificate of Amendment to the Certificate of Incorporation of Westlake Supply and Trading Company as filed with the Delaware Secretary of State on May 8, 2007 (incorporated by reference to Exhibit 3.11(b) of Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.34(d)	Certificate of Amendment to the Certificate of Incorporation of Westlake Supply and Trading Company as filed with the Delaware Secretary of State on April 22, 2016 (incorporated by reference to Exhibit 3.30(d) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.35	Bylaws of Westlake Supply and Trading Company (incorporated by reference to Exhibit 3.33 of Westlake's Registration Statement on Form S-3/A filed on May 3, 2005, File No. 333-124581).
4.36	Certificate of Incorporation of Westlake Holdings Corporation (now known as Westlake Vinyl Corporation) as filed with the Delaware Secretary of State on June 8, 1990 (incorporated by reference to Exhibit 3.56 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.37	Certificate of Amendment to the Certificate of Incorporation of Westlake Holdings Corporation (now known as Westlake Vinyl Corporation) as filed with the Delaware Secretary of State on October 18, 1993 (incorporated by reference to Exhibit 3.57 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.38	Certificate of Amendment to the Certificate of Incorporation of Westlake Vinyl Corporation as filed with the Delaware Secretary of State on November 4, 1993 (incorporated by reference to Exhibit 3.58 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.39	Bylaws of Westlake Vinyl Corporation (incorporated by reference to Exhibit 3.59 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982)
4.40(a)	Certificate of Limited Partnership of Geismar Vinyls LP (now known as Westlake Vinyls Company LP) as filed with the Delaware Secretary of State on January 2, 2003 (incorporated by reference to Exhibit 3.8 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.40(b)	Certificate of Amendment to the Certificate of Limited Partnership of Geismar Vinyls LP (now known as Westlake Vinyls Company LP) as filed with the Delaware Secretary of State on January 8, 2003 (incorporated by reference to Exhibit 3.9 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.40(c)	Certificate of Amendment to the Certificate of Limited Partnership of Geismar Vinyls LP (now known as Westlake Vinyls Company LP) as filed with the Delaware Secretary of State on August 1, 2005 (incorporated by reference to Exhibit 3.5 of Westlake's Registration Statement

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on Form S-3/A filed on November 23, 2005, File No. 333-124581).

4.41

Agreement of Limited Partnership of Geismar Vinyls LP (now known as Westlake Vinyls Company LP), dated December 27, 2012 (incorporated by reference to Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).

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NUMBER	DESCRIPTION
4.42	Certificate of Amendment to the Certificate of Incorporation of Westlake Vinyls, Inc. as filed with the Delaware Secretary of State on September 28, 2001 (incorporated by reference to Exhibit 3.61 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.43	By-Laws of Westlake Vinyls, Inc. (incorporated by reference to Exhibit 3.62 of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).
4.44	Certificate of Formation of WPT LLC as filed with the Delaware Secretary of State on December 31, 2007 (incorporated by reference to Exhibit 3.21(a) of Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.45(a)	Limited Liability Company Agreement of WPT LLC, dated December 31, 2007 (incorporated by reference to Exhibit 3.21(b) of Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.45(b)	Amendment to the Limited Liability Company Agreement of WPT LLC, dated July 27, 2010 (incorporated by reference to Exhibit 3.39(b) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.46(a)	Certificate of Conversion of Westlake Petrochemicals LLC as filed with the Delaware Secretary of State on December 31, 2007 (incorporated by reference to Exhibit 3.14(b) of Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.46(b)	Certificate of Formation of Westlake Petrochemicals LLC as filed with the Delaware Secretary of State on December 31, 2007 (incorporated by reference to Exhibit 3.14(b) of Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.47(a)	Limited Liability Company Agreement of Westlake Petrochemicals LLC, dated December 31, 2007 (incorporated by reference to Exhibit 3.14(c) of Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.47(b)	Amendment to Limited Liability Company Agreement of Westlake Petrochemicals LLC, dated July 27, 2010 (incorporated by reference to Exhibit 3.41(b) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.48(a)	Certificate of Incorporation of Westlake NG V Corporation (now known as Westech Building Products (Evansville) LLC) as filed with the Delaware Secretary of State on March 24, 2008 (incorporated by reference to Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.48(b)	Certificate of Conversion of Westlake NG V Corporation (now known as Westech Building Products (Evansville) LLC) as filed with the Delaware Secretary of State on April 6, 2016 (incorporated by reference to Exhibit 3.42(d) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.48(c)	Certificate of Formation of Westlake NG V LLC (now known as Westech Building Products (Evansville) LLC) as filed with the Delaware Secretary of State on April 6, 2016 (incorporated

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by reference to Exhibit 3.42(d) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).

4.48(d)

Certificate of Amendment to Certificate of Formation of Westlake NG V LLC (now known as Westech Building Products (Evansville) LLC) as filed with the Delaware Secretary of State on April 7, 2016 (incorporated by reference to Exhibit 3.42(d) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).

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NUMBER	DESCRIPTION
4.49(a)	Limited Liability Company Agreement of Westlake NG V LLC (now known as Westech Building Products (Evansville) LLC), dated April 5, 2016 (incorporated by reference to Exhibit 3.43(a) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.49(b)	Amendment to Limited Liability Company Agreement of Westlake NG V LLC (now known as Westech Building Products (Evansville) LLC), dated April 11, 2016 (incorporated by reference to Exhibit 3.43(b) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.50	Certificate of Formation of North American Specialty Products LLC as filed with the Delaware Secretary of State on April 1, 2013 (incorporated by reference to Exhibit 3.26(a) of Westlake's Registration Statement on Form S-3 filed on September 9, 2013, File No. 333-177119).
4.51	Limited Liability Company Agreement of North American Specialty Products LLC, dated April 1, 2013 (incorporated by reference to Exhibit 3.26(b) of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).
4.52	Certificate of Formation of Lagoon LLC as filed with the Delaware Secretary of State on August 1, 2016 (incorporated by reference to Exhibit 3.46 of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.53	Limited Liability Company Operating Agreement of Lagoon LLC, dated August 1, 2016 (incorporated by reference to Exhibit 3.47 of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.54	Second Restated Certificate of Incorporation of Axiall Corporation (incorporated by reference to Exhibit 3.1 of Axiall Corporation's Current Report on Form 8-K filed on August 31, 2016 File No. 333-109753).
4.55	Third Amended and Restated Bylaws of Axiall Corporation (incorporated by reference to Exhibit 3.1 of Axiall Corporation's Current Report on Form 8-K filed on August 31, 2016 File No. 333-109753).
4.56	Certificate of Incorporation of Axiall Holdco, Inc. as filed with the Delaware Secretary of State on November 22, 2013 (incorporated by reference to Exhibit 3.11 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.57	By-laws of Axiall Holdco, Inc. (incorporated by reference to Exhibit 3.12 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.58	Certificate of Incorporation of Axiall Noteco, Inc. as filed with the Delaware Secretary of State on November 20, 2014 (incorporated by reference to Exhibit 3.52 of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.59	By-Laws of Axiall Noteco, Inc., dated November 20, 2014 (incorporated by reference to Exhibit 3.53 of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.60	

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Certificate of Incorporation of Eagle Controlled 2 Ohio Spinco, Inc. (now known as Axiall Ohio, Inc.) as filed with the Delaware Secretary of State on October 22, 2012 and Certificate of Amendment to the Certificate of Incorporation of Eagle Controlled 2 Ohio Spinco, Inc. (now known as Axiall Ohio, Inc.) as filed with the Delaware Secretary of State on June 11, 2013 (each incorporated by reference to Exhibit 3.7 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).

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NUMBER	DESCRIPTION
4.61	By-laws of Eagle Controlled 2 Ohio Spinco, Inc. (now known as Axiall Ohio, Inc.) (incorporated by reference to Exhibit 3.8 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.62	Certificate of Formation of Georgia Gulf Chemical & Vinyls, LLC (now known as Axiall, LLC) as filed with the Delaware Secretary of State on October 8, 1999, Certificate of Amendment to Certificate of Formation of Georgia Gulf Chemical & Vinyls, LLC (now known as Axiall LLC) as filed with the Delaware Secretary of State on September 1, 2000 and Certificate of Amendment to Certificate of Formation of Georgia Gulf Chemical & Vinyls, LLC (now known as Axiall LLC) as filed with the Delaware Secretary of State on January 29, 2013 (each incorporated by reference to Exhibit 3.9 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.63	Limited Liability Company Agreement of Georgia Gulf Chemical & Vinyls, LLC (now known as Axiall, LLC) (incorporated by reference to Exhibit 3.10 of Axiall Corporation's Form S-4 filed with the SEC on March 25, 2014, File No. 333-194802).
4.64	Certificate of Formation of Eagle Holdco 3 LLC as filed with the Delaware Secretary of State on November 29, 2012 (incorporated by reference to Exhibit 3.13 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.65	Amended and Restated Limited Liability Company Agreement of Eagle Holdco 3 LLC (incorporated by reference to Exhibit 3.14 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.66	Certificate of Formation of Eagle Natrium LLC as filed with the Delaware Secretary of State on November 29, 2012 (incorporated by reference to Exhibit 3.15 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.67	Limited Liability Company Agreement of Eagle Natrium LLC (incorporated by reference to Exhibit 3.16 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.68	Articles of Incorporation of PPG Pipeline, Inc. (now known as Eagle Pipeline, Inc.) as filed with the Louisiana Secretary of State on November 26, 1986 and Certificate of Amendment to Articles of Incorporation of PPG Pipeline, Inc. (now known as Eagle Pipeline, Inc.) as filed with the Louisiana Secretary of State on November 16, 2012 (each incorporated by reference to Exhibit 3.17 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.69	By-laws of PPG Pipeline, Inc. (now known as Eagle Pipeline, Inc.) (incorporated by reference to Exhibit 3.18 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.70	Certificate of Incorporation of Eagle Spinco Inc. as filed with the Delaware Secretary of State on July 17, 2012 (incorporated by reference to Exhibit 3.5 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.71	By-laws of Eagle Spinco Inc. (incorporated by reference to Exhibit 3.6 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.72	Certificate of Formation of Eagle US 2 LLC as filed with the Delaware Secretary of State on October 22, 2012 (incorporated by reference to Exhibit 3.19 of Axiall Corporation's Form S-4

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filed on March 25, 2014, File No. 333-194802).

4.73

Limited Liability Company Agreement of Eagle US 2 LLC (incorporated by reference to Exhibit 3.20 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).

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NUMBER	DESCRIPTION
4.74	Certificate of Formation of George Gulf Lake Charles, LLC as filed with the Delaware Secretary of State on October 8, 1999 and Certificate of Amendment to Certificate of Formation of Georgia Gulf Lake Charles, LLC as filed with the Delaware Secretary of State on September 1, 2000 (each incorporated by reference to Exhibit 3.23 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.75	Limited Liability Company Agreement of Georgia Gulf Lake Charles, LLC (incorporated by reference to Exhibit 3.24 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.76	Articles of Organization of PHH Monomers, L.L.C. as filed with the Louisiana Secretary of State on May 22, 1995 (incorporated by reference to Exhibit 3.25 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.77	Operating Agreement by and between PPG Industries, Inc. (now known as Eagle US 2 LLC), Vista Chemical Company (now known as Axiall, LLC) and PHH Monomers, L.L.C., First Amendment to Operating Agreement of PHH Monomers, L.L.C. and Second Amendment to Operating Agreement of PHH Monomers, L.L.C. (each incorporated by reference to Exhibit 3.26 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.78	Articles of Incorporation of Plastic Trends, Inc. as filed with the Michigan Department of Treasury Corporation Division on May 27, 1968 (incorporated by reference to Exhibit 3.27 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.79	By-laws of Plastic Trends, Inc. (incorporated by reference to Exhibit 3.28 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.80	Certificate of Incorporation of Rome Delaware Corp. as filed with the Delaware Secretary of State on September 14, 2006 (incorporated by reference to Exhibit 3.29 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.81	By-laws of Rome Delaware Corp. (incorporated by reference to Exhibit 3.30 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.82(a)	Certificate of Incorporation of RBS (U.S.A.) Limited (now known as Royal Building Products (USA) Inc.) as filed with the Delaware Secretary of State on August 7, 1997 (incorporated by reference to Exhibit 3.7 of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.82(b)	Certificate of Amendment to Certificate of Incorporation of RBS (U.S.A.) Limited (now known as Royal Building Products (USA) Inc.) as filed with the Delaware Secretary of State on September 17, 2014 (incorporated by reference to Exhibit 3.7 of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.83	By-Laws of RBS (U.S.A.) Limited (now known as Royal Building Products (USA) Inc.), dated August 7, 1997 (incorporated by reference to Exhibit 3.77 of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.84	Certificate of Incorporation of Royal Plastics Group (U.S.A.) Limited as filed with the Delaware Secretary of State on June 29, 1995 (incorporated by reference to Exhibit 3.35 of

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Axiall Corporation s Form S-4 filed on March 25, 2014, File No. 333-194802).

4.85

By-laws of Royal Plastics Group (U.S.A.) Limited (incorporated by reference to Exhibit 3.36 of Axiall Corporation s Form S-4 filed on March 25, 2014, File No. 333-194802).

5.1*

Opinion of Baker Botts L.L.P.

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NUMBER	DESCRIPTION
10.1	Form of Registration Rights Agreement between Westlake and TTWF LP (incorporated by reference to Exhibit 10.13 to Westlake's Registration Statement on Form S-1/A filed on July 2, 2004 under Registration No. 333-115790).
12.1	Computation of ratio of earnings to fixed charges. (incorporated by reference to Exhibit 12.1 to Westlake's Annual Report on Form 10-K, filed on February 22, 2017, File No. 1-32260).
23.1*	Consent of PricewaterhouseCoopers LLP.
23.2*	Consent of Ernst & Young LLP.
23.3*	Consent of Baker Botts L.L.P. (included in Exhibit 5.1).
24.1	Power of Attorney for Westlake Chemical Corporation (previously filed as Exhibit 24.1).
24.2*	Powers of Attorney for Additional Registrants (included on signature pages).
25.1*	Form T-1 Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A. as Trustee with respect to the Indenture, dated as of January 1, 2006.

Incorporated by reference as indicated.

* Filed herewith.

** Westlake will file as an exhibit to a Current Report on Form 8-K (i) any underwriting, remarketing or agency agreement relating to securities offered hereby, (ii) the instruments setting forth the terms of any debt securities, preferred stock or warrants, (iii) any additional required opinions of counsel with respect to legality of the securities offered hereby, and (iv) any required opinion of counsel to Westlake as to certain tax matters relative to securities offered hereby.

Item 17. Undertakings

Each registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) of the Securities Act if, in the aggregate, the changes in volume and price represent no more than 20 percent

change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; *provided, however*, that the undertakings set forth in paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

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(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser:

- (i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and
- (ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of such registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, in a primary offering of securities of such registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned registrants relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of such registrant or used or referred to by the undersigned registrants;
- (iii)

The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrants or its securities provided by or on behalf of the undersigned registrants; and

- (iv) Any other communication that is an offer in the offering made by such registrant to the purchaser.
- (6) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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(7) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of each registrant pursuant to the foregoing provisions, or otherwise, each registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

(8) To file an application for the purpose of determining the eligibility of the trustee under an Indenture to act under subsection (a) of Section 310 of the Trust Indenture Act of 1939 (the Act) in accordance with the rules and regulations prescribed by the Commission under Section 305(b)(2) of the Act.

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on April 10, 2017.

WESTLAKE CHEMICAL CORPORATION

By: /s/ Albert Chao
Name: Albert Chao

Title: President and Chief Executive
Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on April 10, 2017.

SIGNATURE	TITLE
/s/ Albert Chao Albert Chao	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ M. Steven Bender M. Steven Bender	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)
/s/ George J. Mangieri George J. Mangieri	Vice President, Chief Accounting Officer (Principal Accounting Officer)
/s/ James Chao James Chao	Chairman of the Board of Directors
/s/ Robert T. Blakely Robert T. Blakely	Director
/s/ Michael J. Graff Michael J. Graff	Director
/s/ Dorothy C. Jenkins Dorothy C. Jenkins	Director
/s/ Max L. Lukens Max L. Lukens	Director
/s/ R. Bruce Northcutt R. Bruce Northcutt	Director

/s/ H. John Riley, Jr.
H. John Riley, Jr.

Director

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SIGNATURES

Pursuant to the requirements of the Securities Act, each registrant below certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on April 10, 2017.

GEISMAR HOLDINGS, INC.

GVGP, INC.

WESTLAKE CHEMICAL INVESTMENTS, INC.

WESTLAKE LONGVIEW CORPORATION

WESTLAKE MANAGEMENT SERVICES, INC.

WESTLAKE NG I CORPORATION

WESTLAKE OLEFINS CORPORATION

WESTLAKE PVC CORPORATION

WESTLAKE RESOURCES CORPORATION

WESTLAKE SUPPLY AND TRADING COMPANY

WESTLAKE VINYL CORPORATION

WESTLAKE VINYLS, INC.

By: /s/ Albert Chao
Name: Albert Chao
Title: President

Each person whose signature appears below appoints Albert Chao, M. Steven Bender and L. Benjamin Ederington, and each of them severally, as his or her true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in his or her capacity as a director or officer or both, as the case may be, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and all other documents or instruments in connection therewith, with the Securities and Exchange Commission, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of each such director or officer, or both, as the case may be, each and every act whatsoever that is necessary, appropriate or advisable in connection with any or all of the above-described matters and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on April 10, 2017.

SIGNATURE	TITLE
/s/Albert Chao Albert Chao	President and Sole Director (Principal Executive Officer)
/s/ M. Steven Bender M. Steven Bender	Chief Financial Officer (Principal Financial Officer)
/s/ George J. Mangieri George J. Mangieri	Chief Accounting Officer (Principal Accounting Officer)

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SIGNATURES

Pursuant to the requirements of the Securities Act, each registrant below certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on April 10, 2017.

WESTLAKE PIPELINE INVESTMENTS LLC

WESTLAKE POLYMERS LLC

WESTLAKE STYRENE LLC

WPT LLC

WESTLAKE PETROCHEMICALS LLC

BY WESTLAKE CHEMICAL INVESTMENTS, INC.,
ITS MANAGER

By: /s/ Albert Chao
Name: Albert Chao
Title: President

Each person whose signature appears below appoints Albert Chao, M. Steven Bender and L. Benjamin Ederington, and each of them severally, as his or her true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in his or her capacity as a director or officer or both, as the case may be, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and all other documents or instruments in connection therewith, with the Securities and Exchange Commission, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of each such director or officer, or both, as the case may be, each and every act whatsoever that is necessary, appropriate or advisable in connection with any or all of the above-described matters and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on April 10, 2017.

SIGNATURE

TITLE

/s/ Albert Chao
Albert Chao

President and Sole Director of Manager
(Principal Executive Officer)

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/s/ M. Steven Bender
M. Steven Bender

Chief Financial Officer of Manager
(Principal Financial Officer)

/s/ George J. Mangieri
George J. Mangieri

Chief Accounting Officer of Manager
(Principal Accounting Officer)

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Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act, each registrant below certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on April 10, 2017.

WESTLAKE VINYL COMPANY LP

BY GVGP, INC.

ITS GENERAL PARTNER

By: /s/ Albert Chao

Name: Albert Chao

Title: President

Each person whose signature appears below appoints Albert Chao, M. Steven Bender and L. Benjamin Ederington, and each of them severally, as his or her true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in his or her capacity as a director or officer or both, as the case may be, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and all other documents or instruments in connection therewith, with the Securities and Exchange Commission, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of each such director or officer, or both, as the case may be, each and every act whatsoever that is necessary, appropriate or advisable in connection with any or all of the above-described matters and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on April 10, 2017.

SIGNATURE	TITLE
/s/Albert Chao Albert Chao	President and Sole Director of General Partner (Principal Executive Officer)
/s/ M. Steven Bender M. Steven Bender	Chief Financial Officer of General Partner (Principal Financial Officer)
/s/ George J. Mangieri George J. Mangieri	Chief Accounting Officer of General Partner (Principal Accounting Officer)

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SIGNATURES

Pursuant to the requirements of the Securities Act, each registrant below certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on April 10, 2017.

**WESTLAKE GEISMAR POWER
COMPANY LLC**

BY WESTLAKE VINYL
COMPANY LP,

ITS MANAGER

BY GVGP, INC.

ITS GENERAL PARTNER

By: /s/ Albert Chao
Name: Albert Chao
Title: President

Each person whose signature appears below appoints Albert Chao, M. Steven Bender and L. Benjamin Ederington, and each of them severally, as his or her true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in his or her capacity as a director or officer or both, as the case may be, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and all other documents or instruments in connection therewith, with the Securities and Exchange Commission, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of each such director or officer, or both, as the case may be, each and every act whatsoever that is necessary, appropriate or advisable in connection with any or all of the above-described matters and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on April 10, 2017.

SIGNATURE

TITLE

/s/Albert Chao
Albert Chao

President and Sole Director of General Partner of
Manager
(Principal Executive Officer)

/s/ M. Steven Bender
M. Steven Bender

Chief Financial Officer of General Partner of Manager
(Principal Financial Officer)

/s/ George J. Mangieri
George J. Mangieri

Chief Accounting Officer of General Partner of
Manager
(Principal Accounting Officer)

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SIGNATURES

Pursuant to the requirements of the Securities Act, each registrant below certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on April 10, 2017.

**WESTECH BUILDING PRODUCTS
(EVANSVILLE) LLC**

BY WESTECH BUILDING
PRODUCTS, INC.,

ITS MANAGER

By: /s/ Robert F. Buesinger
Name: Robert F. Buesinger
Title: President

Each person whose signature appears below appoints Albert Chao, M. Steven Bender and L. Benjamin Ederington, and each of them severally, as his or her true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in his or her capacity as a director or officer or both, as the case may be, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and all other documents or instruments in connection therewith, with the Securities and Exchange Commission, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of each such director or officer, or both, as the case may be, each and every act whatsoever that is necessary, appropriate or advisable in connection with any or all of the above-described matters and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on April 10, 2017.

SIGNATURE	TITLE
/s/ Robert F. Buesinger Robert F. Buesinger	President of Manager (Principal Executive Officer)
/s/ Albert Chao Albert Chao	Sole Director of Manager
/s/ M. Steven Bender M. Steven Bender	Chief Financial Officer of Manager (Principal Financial Officer)

/s/ George J. Mangieri
George J. Mangieri

Chief Accounting Officer of Manager
(Principal Accounting Officer)

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Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act, each registrant below certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on April 10, 2017.

**NORTH AMERICAN SPECIALTY
PRODUCTS LLC**

BY NORTH AMERICAN PIPE
CORPORATION,

ITS MANAGER

By: /s/ Robert F. Buesinger
Name: Robert F. Buesinger
Title: President

Each person whose signature appears below appoints Albert Chao, M. Steven Bender and L. Benjamin Ederington, and each of them severally, as his or her true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in his or her capacity as a director or officer or both, as the case may be, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and all other documents or instruments in connection therewith, with the Securities and Exchange Commission, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of each such director or officer, or both, as the case may be, each and every act whatsoever that is necessary, appropriate or advisable in connection with any or all of the above-described matters and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on April 10, 2017.

SIGNATURE	TITLE
/s/ Robert F. Buesinger Robert F. Buesinger	President of Manager (Principal Executive Officer)
/s/ Albert Chao Albert Chao	Sole Director of Manager
/s/ M. Steven Bender M. Steven Bender	Chief Financial Officer of Manager (Principal Financial Officer)
/s/ George J. Mangieri	Chief Accounting Officer of Manager

George J. Mangieri

(Principal Accounting Officer)

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SIGNATURES

Pursuant to the requirements of the Securities Act, each registrant below certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on April 10, 2017.

AXIALL CORPORATION

AXIALL HOLDCO, INC.

AXIALL NOTECO, INC.

AXIALL OHIO, INC.

EAGLE SPINCO INC.

ROME DELAWARE CORPORATION

**ROYAL BUILDING PRODUCTS (USA)
INC.**

**ROYAL PLASTICS GROUP (U.S.A.)
LIMITED**

By: /s/ Albert Chao
Name: Albert Chao
Title: President

Each person whose signature appears below appoints Albert Chao, M. Steven Bender and L. Benjamin Ederington, and each of them severally, as his or her true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in his or her capacity as a director or officer or both, as the case may be, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and all other documents or instruments in connection therewith, with the Securities and Exchange Commission, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of each such director or officer, or both, as the case may be, each and every act whatsoever that is necessary, appropriate or advisable in connection with any or all of the above-described matters and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on April 10, 2017.

SIGNATURE

TITLE

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/s/ Albert Chao
Albert Chao

President and Sole Director
(Principal Executive Officer)

/s/ M. Steven Bender
M. Steven Bender

Chief Financial Officer
(Principal Financial Officer)

/s/ George J. Mangieri
George J. Mangieri

Chief Accounting Officer
(Principal Accounting Officer)

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Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act, each registrant below certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on April 10, 2017.

AXIALL, LLC**EAGLE HOLDCO 3 LLC****EAGLE NATRIUM LLC****EAGLE US 2 LLC****GEORGIA GULF LAKE CHARLES, LLC**

By: /s/ Albert Chao

Name: Albert Chao

Title: President

Each person whose signature appears below appoints Albert Chao, M. Steven Bender and L. Benjamin Ederington, and each of them severally, as his or her true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in his or her capacity as a director or officer or both, as the case may be, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and all other documents or instruments in connection therewith, with the Securities and Exchange Commission, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of each such director or officer, or both, as the case may be, each and every act whatsoever that is necessary, appropriate or advisable in connection with any or all of the above-described matters and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on April 10, 2017.

SIGNATURE	TITLE
/s/ Albert Chao Albert Chao	President and Sole Manager (Principal Executive Officer)
/s/ M. Steven Bender M. Steven Bender	Chief Financial Officer (Principal Financial Officer)
/s/ George J. Mangieri	Chief Accounting Officer

George J. Mangieri

(Principal Accounting Officer)

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SIGNATURES

Pursuant to the requirements of the Securities Act, each registrant below certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on April 10, 2017.

LAGOON LLC

**BY WESTLAKE CHEMICAL
CORPORATION**

ITS MANAGING MEMBER

By: /s/ Albert Chao
Name: Albert Chao
Title: President

Each person whose signature appears below appoints Albert Chao, M. Steven Bender and L. Benjamin Ederington, and each of them severally, as his or her true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in his or her capacity as a director or officer or both, as the case may be, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and all other documents or instruments in connection therewith, with the Securities and Exchange Commission, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of each such director or officer, or both, as the case may be, each and every act whatsoever that is necessary, appropriate or advisable in connection with any or all of the above-described matters and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on April 10, 2017.

SIGNATURE	TITLE
/s/ Albert Chao Albert Chao	President (Principal Executive Officer)
/s/ M. Steven Bender M. Steven Bender	Chief Financial Officer (Principal Financial Officer)
/s/ Goerge J. Mangieri George J. Mangieri	Chief Accounting Officer (Principal Accounting Officer)
/s/ Albert Chao	President of Westlake Chemical Corporation, in its

Albert Chao

Capacity as Managing Member

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Pursuant to the requirements of the Securities Act, each registrant below certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on April 10, 2017.

EAGLE PIPELINE, INC.

By: /s/ Albert Chao
 Name: Albert Chao
 Title: President

Each person whose signature appears below appoints Albert Chao, M. Steven Bender and L. Benjamin Ederington, and each of them severally, as his or her true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in his or her capacity as a director or officer or both, as the case may be, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and all other documents or instruments in connection therewith, with the Securities and Exchange Commission, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of each such director or officer, or both, as the case may be, each and every act whatsoever that is necessary, appropriate or advisable in connection with any or all of the above-described matters and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on April 10, 2017.

SIGNATURE	TITLE
/s/ Albert Chao Albert Chao	President and Director (Principal Executive Officer)
/s/ M. Steven Bender M. Steven Bender	Chief Financial Officer and Director (Principal Financial Officer)
/s/ George J. Mangieri George J. Mangieri	Chief Accounting Officer (Principal Accounting Officer)
/s/ Robert F. Buesinger Robert F. Buesinger	Director

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act, each registrant below certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on April 10, 2017.

PLASTIC TRENDS, INC.

By: /s/ Albert Chao
 Name: Albert Chao
 Title: Chief Executive Officer

Each person whose signature appears below appoints Albert Chao, M. Steven Bender and L. Benjamin Ederington, and each of them severally, as his or her true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in his or her capacity as a director or officer or both, as the case may be, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and all other documents or instruments in connection therewith, with the Securities and Exchange Commission, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of each such director or officer, or both, as the case may be, each and every act whatsoever that is necessary, appropriate or advisable in connection with any or all of the above-described matters and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on April 10, 2017.

SIGNATURE	TITLE
/s/ Albert Chao Albert Chao	Chief Executive Officer and Director (Principal Executive Officer)
/s/ M. Steven Bender M. Steven Bender	Chief Financial Officer (Principal Financial Officer)
/s/ George J. Mangieri George J. Mangieri	Chief Accounting Officer (Principal Accounting Officer)
/s/ Robert F. Buesinger Robert F. Buesinger	Director

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act, each registrant below certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on April 10, 2017.

PHH MONOMERS, L.L.C.

By: /s/ Albert Chao
 Name: Albert Chao
 Title: President

Each person whose signature appears below appoints Albert Chao, M. Steven Bender and L. Benjamin Ederington, and each of them severally, as his or her true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in his or her capacity as a director or officer or both, as the case may be, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and all other documents or instruments in connection therewith, with the Securities and Exchange Commission, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of each such director or officer, or both, as the case may be, each and every act whatsoever that is necessary, appropriate or advisable in connection with any or all of the above-described matters and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on April 10, 2017.

SIGNATURE	TITLE
/s/ Albert Chao Albert Chao	President and Member of Management Committee (Principal Executive Officer)
/s/ M. Steven Bender M. Steven Bender	Chief Financial Officer (Principal Financial Officer)
/s/ George J. Mangieri George J. Mangieri	Chief Accounting Officer (Principal Accounting Officer)
/s/ Robert F. Buesinger Robert F. Buesinger	Member of Management Committee

Table of Contents**INDEX TO EXHIBITS****EXHIBIT****NUMBER****DESCRIPTION**

1.1**	Form of Underwriting Agreement, relating to equity securities.
1.2**	Form of Underwriting Agreement, relating to debt securities.
4.1	Amended and Restated Certificate of Incorporation of Westlake as filed with the Delaware Secretary of State on August 6, 2004 (incorporated by reference to Exhibit 3.1 to Westlake's Registration Statement on Form S-1/A filed on August 9, 2004 under Registration No. 333-115790).
4.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Westlake as filed with the Delaware Secretary of State on May 16, 2014 (incorporated by reference to Westlake's Current Report on Form 8-K filed on May 16, 2014, File No. 001-32260).
4.3	Amended and Restated Bylaws of Westlake (incorporated by reference to Exhibit 3.2 to Westlake's Registration Statement on Form S-1/A filed on August 9, 2004 under Registration No. 333-115790).
4.4	Indenture dated as of January 1, 2006 by and among Westlake, the potential subsidiary guarantors listed therein and JPMorgan Chase Bank, National Association, as trustee (incorporated by reference to Westlake's Current Report on Form 8-K filed on January 13, 2006, File No. 1-32260).
4.5	Form of Westlake Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Westlake's Registration Statement on Form S-1/A filed on August 9, 2004 under Registration No. 333-115790).
4.6	Certificate of Incorporation of Geismar Holdings, Inc. as filed with the Delaware Secretary of State on December 26, 2002 (incorporated by reference to Exhibit 3.1 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.7	By-Laws of Geismar Holdings, Inc. (incorporated by reference to Exhibit 3.7 of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).
4.8	Certificate of Incorporation of GVGP, Inc. as filed with the Delaware Secretary of State on December 26, 2002 (incorporated by reference to Exhibit 3.3 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.9	By-Laws of GVGP, Inc. (incorporated by reference to Exhibit 3.13 of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).
4.10	Certificate of Incorporation of Westlake Chemical Investments, Inc. as filed with the Delaware Secretary of State on December 13, 2000 (incorporated by reference to Exhibit 3.29 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.11	

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By-Laws of Westlake Chemical Investments, Inc. (incorporated by reference to Exhibit 3.30 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).

- 4.12(a) Certificate of Conversion of Westlake Geismar Power Company LLC as filed with the Delaware Secretary of State on January 12, 2011 (incorporated by reference to Exhibit 3.8(b) of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).
- 4.12(b) Certificate of Formation of Westlake Geismar Power Company LLC as filed with the Delaware Secretary of State on January 12, 2011 (incorporated by reference to Exhibit 3.8(b) of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).

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NUMBER	DESCRIPTION
4.13	Limited Liability Company Agreement of Westlake Geismar Power Company LLC (incorporated by reference to Exhibit 3.8(c) of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).
4.14	Certificate of Incorporation of Westlake NG II Corporation (now known as Westlake Longview Corporation) as filed with the Delaware Secretary of State on November 18, 2005 (incorporated by reference to Exhibit 3.64 of Westlake's Registration Statement on Form S-3/A filed on November 23, 2005, File No. 333-124581).
4.15	Certificate of Amendment to Certificate of Incorporation of Westlake Longview Corporation as filed with the Delaware Secretary of State on November 3, 2006 (incorporated by reference to Exhibit 3.23(b) of Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.16	Bylaws of Westlake NG II Corporation (now known as Westlake Longview Corporation) (incorporated by reference to Exhibit 3.65 of Westlake's Registration Statement on Form S-3/A filed on November 23, 2005, File No. 333-124581).
4.17	Certificate of Incorporation of Westlake Management Services, Inc. as filed with the Delaware Secretary of State on November 5, 1990 (incorporated by reference to Exhibit 3.37 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.18	Bylaws of Westlake Management Services, Inc. (incorporated by reference to Exhibit 3.10(b) of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).
4.19	Certificate of Incorporation of Westlake NG I Corporation as filed with the Delaware Secretary of State on November 18, 2005 (incorporated by reference to Exhibit 3.62 of Westlake's Registration Statement on Form S-3/A filed on November 23, 2005, File No. 333-124581).
4.20	Bylaws of Westlake NG I Corporation (incorporated by reference to Exhibit 3.63 of Westlake's Registration Statement on Form S-3/A filed on November 23, 2005, File No. 333-124581).
4.21	Certificate of Incorporation of Westlake Olefins Corporation as filed with the Delaware Secretary of State on May 15, 1989 (incorporated by reference to Exhibit 3.39 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.22	Certificate of Amendment to the Certificate of Incorporation of Westlake Olefins Corporation as filed with the Delaware Secretary of State on July 20, 1992 (incorporated by reference to Exhibit 3.40 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.23	By-Laws of Westlake Olefins Corporation (incorporated by reference to Exhibit 3.41 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.24	Certificate of Formation of Westlake Pipeline Investments LLC as filed with the Delaware Secretary of State on August 31, 2010 (incorporated by reference to Exhibit 3.13(a) of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File

No. 333-177119).

4.25

Limited Liability Company Agreement of Westlake Pipeline Investments LLC, dated August 31, 2010 (incorporated by reference to Exhibit 3.13(b) of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).

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NUMBER	DESCRIPTION
4.26	Certificate of Formation of Westlake Polymers LLC as filed with the Delaware Secretary of State on December 31, 2007 (incorporated by reference to Exhibit 3.15(b) of Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.27(a)	Limited Liability Company Agreement of Westlake Polymers LLC, dated December 31, 2007 (incorporated by reference to Exhibit 3.15(c) of Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.27(b)	Amendment to the Limited Liability Company Agreement of Westlake Polymers LLC, dated July 27, 2010 (incorporated by reference to Exhibit 3.23(b) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.28	Certificate of Amendment to the Certificate of Incorporation of Westlake PVC Corporation as filed with the Delaware Secretary of State on August 20, 1991 (incorporated by reference to Exhibit 3.50 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.29	Bylaws of Westlake PVC Corporation (incorporated by reference to Exhibit 3.15(c) of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).
4.30	Certificate of Incorporation of Westlake Resources Corporation as filed with the Delaware Secretary of State on October 23, 1990 (incorporated by reference to Exhibit 3.52 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.31	Bylaws of Westlake Resources Corporation (incorporated by reference to Exhibit 3.16(b) of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).
4.32(a)	Certificate of Conversion of Westlake Styrene LLC as filed with the Delaware Secretary of State on December 31, 2007 (incorporated by reference to Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.32(b)	Certificate of Formation of Westlake Styrene LLC as filed with the Delaware Secretary of State on December 31, 2007 (incorporated by reference to Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.33(a)	Limited Liability Company Agreement of Westlake Styrene LLC, dated December 31, 2007 (incorporated by reference to Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.33(b)	First Amendment to Limited Liability Company Agreement of Westlake Styrene LLC, dated December 31, 2007 (incorporated by reference to Exhibit 3.29(b) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.33(c)	Second Amendment to Limited Liability Company Agreement of Westlake Styrene LLC, dated July 27, 2010 (incorporated by reference to Exhibit 3.29(c) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.34(a)	

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Certificate of Incorporation of Westlake Supply and Trading Company as filed with the Delaware Secretary of State on July 20, 1992 (incorporated by reference to Exhibit 3.33 of Westlake's Registration Statement on Form S-3/A filed on May 3, 2005, File No. 333-124581).

4.34(b)

Certificate of Amendment to the Certificate of Incorporation of Westlake Supply and Trading Company dated March 23, 1999 (incorporated by reference to Exhibit 3.30(b) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).

Table of Contents**EXHIBIT**

NUMBER	DESCRIPTION
4.34(c)	Certificate of Amendment to the Certificate of Incorporation of Westlake Supply and Trading Company as filed with the Delaware Secretary of State on May 8, 2007 (incorporated by reference to Exhibit 3.11(b) of Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.34(d)	Certificate of Amendment to the Certificate of Incorporation of Westlake Supply and Trading Company as filed with the Delaware Secretary of State on April 22, 2016 (incorporated by reference to Exhibit 3.30(d) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.35	Bylaws of Westlake Supply and Trading Company (incorporated by reference to Exhibit 3.33 of Westlake's Registration Statement on Form S-3/A filed on May 3, 2005, File No. 333-124581).
4.36	Certificate of Incorporation of Westlake Holdings Corporation (now known as Westlake Vinyl Corporation) as filed with the Delaware Secretary of State on June 8, 1990 (incorporated by reference to Exhibit 3.56 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.37	Certificate of Amendment to the Certificate of Incorporation of Westlake Holdings Corporation (now known as Westlake Vinyl Corporation) as filed with the Delaware Secretary of State on October 18, 1993 (incorporated by reference to Exhibit 3.57 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.38	Certificate of Amendment to the Certificate of Incorporation of Westlake Vinyl Corporation as filed with the Delaware Secretary of State on November 4, 1993 (incorporated by reference to Exhibit 3.58 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.39	Bylaws of Westlake Vinyl Corporation (incorporated by reference to Exhibit 3.59 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982)
4.40(a)	Certificate of Limited Partnership of Geismar Vinyls LP (now known as Westlake Vinyls Company LP) as filed with the Delaware Secretary of State on January 2, 2003 (incorporated by reference to Exhibit 3.8 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.40(b)	Certificate of Amendment to the Certificate of Limited Partnership of Geismar Vinyls LP (now known as Westlake Vinyls Company LP) as filed with the Delaware Secretary of State on January 8, 2003 (incorporated by reference to Exhibit 3.9 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
4.40(c)	Certificate of Amendment to the Certificate of Limited Partnership of Geismar Vinyls LP (now known as Westlake Vinyls Company LP) as filed with the Delaware Secretary of State on August 1, 2005 (incorporated by reference to Exhibit 3.5 of Westlake's Registration Statement on Form S-3/A filed on November 23, 2005, File No. 333-124581).
4.41	

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Agreement of Limited Partnership of Geismar Vinyls LP (now known as Westlake Vinyls Company LP), dated December 27, 2012 (incorporated by reference to Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).

- 4.42 Certificate of Amendment to the Certificate of Incorporation of Westlake Vinyls, Inc. as filed with the Delaware Secretary of State on September 28, 2001 (incorporated by reference to Exhibit 3.61 of Westlake's Registration Statement on Form S-4 filed on September 22, 2003, File No. 333-108982).
- 4.43 By-Laws of Westlake Vinyls, Inc. (incorporated by reference to Exhibit 3.62 of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).

Table of Contents**EXHIBIT**

NUMBER	DESCRIPTION
4.44	Certificate of Formation of WPT LLC as filed with the Delaware Secretary of State on December 31, 2007 (incorporated by reference to Exhibit 3.21(a) of Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.45(a)	Limited Liability Company Agreement of WPT LLC, dated December 31, 2007 (incorporated by reference to Exhibit 3.21(b) of Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.45(b)	Amendment to the Limited Liability Company Agreement of WPT LLC, dated July 27, 2010 (incorporated by reference to Exhibit 3.39(b) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.46(a)	Certificate of Conversion of Westlake Petrochemicals LLC as filed with the Delaware Secretary of State on December 31, 2007 (incorporated by reference to Exhibit 3.14(b) of Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.46(b)	Certificate of Formation of Westlake Petrochemicals LLC as filed with the Delaware Secretary of State on December 31, 2007 (incorporated by reference to Exhibit 3.14(b) of Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.47(a)	Limited Liability Company Agreement of Westlake Petrochemicals LLC, dated December 31, 2007 (incorporated by reference to Exhibit 3.14(c) of Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.47(b)	Amendment to Limited Liability Company Agreement of Westlake Petrochemicals LLC, dated July 27, 2010 (incorporated by reference to Exhibit 3.41(b) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.48(a)	Certificate of Incorporation of Westlake NG V Corporation (now known as Westech Building Products (Evansville) LLC) as filed with the Delaware Secretary of State on March 24, 2008 (incorporated by reference to Westlake's Registration Statement on Form S-3 filed on April 11, 2008, File No. 333-150206).
4.48(b)	Certificate of Conversion of Westlake NG V Corporation (now known as Westech Building Products (Evansville) LLC) as filed with the Delaware Secretary of State on April 6, 2016 (incorporated by reference to Exhibit 3.42(d) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.48(c)	Certificate of Formation of Westlake NG V LLC (now known as Westech Building Products (Evansville) LLC) as filed with the Delaware Secretary of State on April 6, 2016 (incorporated by reference to Exhibit 3.42(d) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.48(d)	Certificate of Amendment to Certificate of Formation of Westlake NG V LLC (now known as Westech Building Products (Evansville) LLC) as filed with the Delaware Secretary of State on April 7, 2016 (incorporated by reference to Exhibit 3.42(d) of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).

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- 4.49(a) Limited Liability Company Agreement of Westlake NG V LLC (now known as Westech Building Products (Evansville) LLC), dated April 5, 2016 (incorporated by reference to Exhibit 3.43(a) of Westlake s Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
- 4.49(b) Amendment to Limited Liability Company Agreement of Westlake NG V LLC (now known as Westech Building Products (Evansville) LLC), dated April 11, 2016 (incorporated by reference to Exhibit 3.43(b) of Westlake s Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).

Table of Contents**EXHIBIT**

NUMBER	DESCRIPTION
4.50	Certificate of Formation of North American Specialty Products LLC as filed with the Delaware Secretary of State on April 1, 2013 (incorporated by reference to Exhibit 3.26(a) of Westlake's Registration Statement on Form S-3 filed on September 9, 2013, File No. 333-177119).
4.51	Limited Liability Company Agreement of North American Specialty Products LLC, dated April 1, 2013 (incorporated by reference to Exhibit 3.26(b) of Westlake's Registration Statement on Form S-3 filed on September 30, 2011, File No. 333-177119).
4.52	Certificate of Formation of Lagoon LLC as filed with the Delaware Secretary of State on August 1, 2016 (incorporated by reference to Exhibit 3.46 of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.53	Limited Liability Company Operating Agreement of Lagoon LLC, dated August 1, 2016 (incorporated by reference to Exhibit 3.47 of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.54	Second Restated Certificate of Incorporation of Axiall Corporation (incorporated by reference to Exhibit 3.1 of Axiall Corporation's Current Report on Form 8-K filed on August 31, 2016 File No. 333-109753).
4.55	Third Amended and Restated Bylaws of Axiall Corporation (incorporated by reference to Exhibit 3.1 of Axiall Corporation's Current Report on Form 8-K filed on August 31, 2016 File No. 333-109753).
4.56	Certificate of Incorporation of Axiall Holdco, Inc. as filed with the Delaware Secretary of State on November 22, 2013 (incorporated by reference to Exhibit 3.11 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.57	By-laws of Axiall Holdco, Inc. (incorporated by reference to Exhibit 3.12 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.58	Certificate of Incorporation of Axiall Noteco, Inc. as filed with the Delaware Secretary of State on November 20, 2014 (incorporated by reference to Exhibit 3.52 of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.59	By-Laws of Axiall Noteco, Inc., dated November 20, 2014 (incorporated by reference to Exhibit 3.53 of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.60	Certificate of Incorporation of Eagle Controlled 2 Ohio Spinco, Inc. (now known as Axiall Ohio, Inc.) as filed with the Delaware Secretary of State on October 22, 2012 and Certificate of Amendment to the Certificate of Incorporation of Eagle Controlled 2 Ohio Spinco, Inc. (now known as Axiall Ohio, Inc.) as filed with the Delaware Secretary of State on June 11, 2013 (each incorporated by reference to Exhibit 3.7 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.61	By-laws of Eagle Controlled 2 Ohio Spinco, Inc. (now known as Axiall Ohio, Inc.) (incorporated by reference to Exhibit 3.8 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.62	

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Certificate of Formation of Georgia Gulf Chemical & Vinyls, LLC (now known as Axiall, LLC) as filed with the Delaware Secretary of State on October 8, 1999, Certificate of Amendment to Certificate of Formation of Georgia Gulf Chemical & Vinyls, LLC (now known as Axiall LLC) as filed with the Delaware Secretary of State on September 1, 2000 and Certificate of Amendment to Certificate of Formation of Georgia Gulf Chemical & Vinyls, LLC (now known as Axiall LLC) as filed with the Delaware Secretary of State on January 29, 2013 (each incorporated by reference to Exhibit 3.9 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).

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NUMBER	DESCRIPTION
4.63	Limited Liability Company Agreement of Georgia Gulf Chemical & Vinyls, LLC (now known as Axiall, LLC) (incorporated by reference to Exhibit 3.10 of Axiall Corporation's Form S-4 filed with the SEC on March 25, 2014, File No. 333-194802).
4.64	Certificate of Formation of Eagle Holdco 3 LLC as filed with the Delaware Secretary of State on November 29, 2012 (incorporated by reference to Exhibit 3.13 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.65	Amended and Restated Limited Liability Company Agreement of Eagle Holdco 3 LLC (incorporated by reference to Exhibit 3.14 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.66	Certificate of Formation of Eagle Natrium LLC as filed with the Delaware Secretary of State on November 29, 2012 (incorporated by reference to Exhibit 3.15 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.67	Limited Liability Company Agreement of Eagle Natrium LLC (incorporated by reference to Exhibit 3.16 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.68	Articles of Incorporation of PPG Pipeline, Inc. (now known as Eagle Pipeline, Inc.) as filed with the Louisiana Secretary of State on November 26, 1986 and Certificate of Amendment to Articles of Incorporation of PPG Pipeline, Inc. (now known as Eagle Pipeline, Inc.) as filed with the Louisiana Secretary of State on November 16, 2012 (each incorporated by reference to Exhibit 3.17 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.69	By-laws of PPG Pipeline, Inc. (now known as Eagle Pipeline, Inc.) (incorporated by reference to Exhibit 3.18 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.70	Certificate of Incorporation of Eagle Spinco Inc. as filed with the Delaware Secretary of State on July 17, 2012 (incorporated by reference to Exhibit 3.5 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.71	By-laws of Eagle Spinco Inc. (incorporated by reference to Exhibit 3.6 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.72	Certificate of Formation of Eagle US 2 LLC as filed with the Delaware Secretary of State on October 22, 2012 (incorporated by reference to Exhibit 3.19 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.73	Limited Liability Company Agreement of Eagle US 2 LLC (incorporated by reference to Exhibit 3.20 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.74	Certificate of Formation of George Gulf Lake Charles, LLC as filed with the Delaware Secretary of State on October 8, 1999 and Certificate of Amendment to Certificate of Formation of Georgia Gulf Lake Charles, LLC as filed with the Delaware Secretary of State on September 1, 2000 (each incorporated by reference to Exhibit 3.23 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.75	Limited Liability Company Agreement of Georgia Gulf Lake Charles, LLC (incorporated by reference to Exhibit 3.24 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No.

333-194802).

4.76

Articles of Organization of PHH Monomers, L.L.C. as filed with the Louisiana Secretary of State on May 22, 1995 (incorporated by reference to Exhibit 3.25 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).

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NUMBER	DESCRIPTION
4.77	Operating Agreement by and between PPG Industries, Inc. (now known as Eagle US 2 LLC), Vista Chemical Company (now known as Axiall, LLC) and PHH Monomers, L.L.C., First Amendment to Operating Agreement of PHH Monomers, L.L.C. and Second Amendment to Operating Agreement of PHH Monomers, L.L.C. (each incorporated by reference to Exhibit 3.26 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.78	Articles of Incorporation of Plastic Trends, Inc. as filed with the Michigan Department of Treasury Corporation Division on May 27, 1968 (incorporated by reference to Exhibit 3.27 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.79	By-laws of Plastic Trends, Inc. (incorporated by reference to Exhibit 3.28 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.80	Certificate of Incorporation of Rome Delaware Corp. as filed with the Delaware Secretary of State on September 14, 2006 (incorporated by reference to Exhibit 3.29 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.81	By-laws of Rome Delaware Corp. (incorporated by reference to Exhibit 3.30 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.82(a)	Certificate of Incorporation of RBS (U.S.A.) Limited (now known as Royal Building Products (USA) Inc.) as filed with the Delaware Secretary of State on August 7, 1997 (incorporated by reference to Exhibit 3.7 of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.82(b)	Certificate of Amendment to Certificate of Incorporation of RBS (U.S.A.) Limited (now known as Royal Building Products (USA) Inc.) as filed with the Delaware Secretary of State on September 17, 2014 (incorporated by reference to Exhibit 3.7 of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.83	By-Laws of RBS (U.S.A.) Limited (now known as Royal Building Products (USA) Inc.), dated August 7, 1997 (incorporated by reference to Exhibit 3.77 of Westlake's Registration Statement on Form S-4 filed on March 13, 2017, File No. 333-226662).
4.84	Certificate of Incorporation of Royal Plastics Group (U.S.A.) Limited as filed with the Delaware Secretary of State on June 29, 1995 (incorporated by reference to Exhibit 3.35 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
4.85	By-laws of Royal Plastics Group (U.S.A.) Limited (incorporated by reference to Exhibit 3.36 of Axiall Corporation's Form S-4 filed on March 25, 2014, File No. 333-194802).
5.1*	Opinion of Baker Botts L.L.P.
10.1	Form of Registration Rights Agreement between Westlake and TTWF LP (incorporated by reference to Exhibit 10.13 to Westlake's Registration Statement on Form S-1/A filed on July 2, 2004 under Registration No. 333-115790).
12.1	Computation of ratio of earnings to fixed charges. (incorporated by reference to Exhibit 12.1 to Westlake's Annual Report on Form 10-K, filed on February 22, 2017, File No. 1-32260).
23.1*	Consent of PricewaterhouseCoopers LLP.

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- 23.2* Consent of Ernst & Young LLP.
- 23.3* Consent of Baker Botts L.L.P. (included in Exhibit 5.1).
- 24.1 Power of Attorney for Westlake Chemical Corporation (previously filed as Exhibit 24.1).
- 24.2* Powers of Attorney for Additional Registrants (included on signature pages).
- 25.1* Form T-1 Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A. as Trustee with respect to the Indenture, dated as of January 1, 2006.

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- Incorporated by reference as indicated.
- * Filed herewith.
- ** Westlake will file as an exhibit to a Current Report on Form 8-K (i) any underwriting, remarketing or agency agreement relating to securities offered hereby, (ii) the instruments setting forth the terms of any debt securities, preferred stock or warrants, (iii) any additional required opinions of counsel with respect to legality of the securities offered hereby, and (iv) any required opinion of counsel to Westlake as to certain tax matters relative to securities offered hereby.