

Revance Therapeutics, Inc.
Form 3
February 05, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|--|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Eastman Ronald W | | (Month/Day/Year) | Revance Therapeutics, Inc. [RVNC] | |
| (Last) | (First) | (Middle) | 02/05/2014 | |
| C/O ESSEX WOODLANDS HEALTH VENTURES,Â 335 BRYANT STREET, THIRD FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PALO ALTO,Â CAÂ 94301 | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|---|---|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|--------------|---|--------------------------|---------------------------------------|-------------------------|
| Series E-3 Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(2)</u> | Common Stock | 575,384 ⁽³⁾ <u>(4)</u> | \$ <u>(1)</u> <u>(4)</u> | I | See Footnote <u>(5)</u> |
| Series E-3 Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(2)</u> | Common Stock | 41,485 ⁽³⁾ <u>(4)</u> | \$ <u>(1)</u> <u>(4)</u> | I | See Footnote <u>(6)</u> |
| Series E-3 Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(2)</u> | Common Stock | 18,037 ⁽³⁾ <u>(4)</u> | \$ <u>(1)</u> <u>(4)</u> | I | See Footnote <u>(7)</u> |
| Series E-4 Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(2)</u> | Common Stock | 1,801,888 ⁽³⁾ <u>(3)</u> <u>(4)</u> | \$ <u>(1)</u> <u>(4)</u> | I | See Footnote <u>(5)</u> |
| Series E-4 Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(2)</u> | Common Stock | 129,916 ⁽³⁾ <u>(4)</u> | \$ <u>(1)</u> <u>(4)</u> | I | See Footnote <u>(6)</u> |
| Series E-4 Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(2)</u> | Common Stock | 56,485 ⁽³⁾ <u>(4)</u> | \$ <u>(1)</u> <u>(4)</u> | I | See Footnote <u>(7)</u> |
| Series E-5 Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(2)</u> | Common Stock | 404,124 ⁽³⁾ <u>(4)</u> | \$ <u>(1)</u> <u>(4)</u> | I | See Footnote <u>(5)</u> |
| Series E-5 Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(2)</u> | Common Stock | 29,137 ⁽³⁾ <u>(4)</u> | \$ <u>(1)</u> <u>(4)</u> | I | See Footnote <u>(6)</u> |
| Series E-5 Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(2)</u> | Common Stock | 12,668 ⁽³⁾ <u>(4)</u> | \$ <u>(1)</u> <u>(4)</u> | I | See Footnote <u>(7)</u> |
| Convertible Promissory Notes | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 596,812 ⁽⁸⁾ | \$ <u>(8)</u> | I | See Footnote <u>(5)</u> |
| Convertible Promissory Notes | Â <u>(9)</u> | Â <u>(9)</u> | Common Stock | 43,029 ⁽⁹⁾ | \$ <u>(9)</u> | I | See Footnote <u>(6)</u> |
| Convertible Promissory Notes | Â <u>(10)</u> | Â <u>(10)</u> | Common Stock | 18,708 ⁽¹⁰⁾ | \$ <u>(10)</u> | I | See Footnote <u>(7)</u> |
| Warrant to Purchase Common Stock | Â <u>(11)</u> | Â <u>(11)</u> | Common Stock | 369,124 ⁽³⁾ <u>(11)</u> | \$ <u>(12)</u> | I | See Footnote <u>(5)</u> |
| Warrant to Purchase Common Stock | Â <u>(11)</u> | Â <u>(11)</u> | Common Stock | 26,605 ⁽³⁾ <u>(11)</u> | \$ <u>(12)</u> | I | See Footnote <u>(6)</u> |
| Warrant to Purchase Common Stock | Â <u>(11)</u> | Â <u>(11)</u> | Common Stock | 11,560 ⁽³⁾ <u>(11)</u> | \$ <u>(12)</u> | I | See Footnote <u>(7)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Eastman Ronald W C/O ESSEX WOODLANDS HEALTH VENTURES 335 BRYANT STREET, THIRD FLOOR | Â X | Â X | Â | Â |

PALO ALTO, CA 94301

Signatures

/s/ Gordon Ho,
Attorney-in-fact

02/05/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Immediately convertible into shares of the Issuer's Common Stock.
 - (2) These shares have no expiration date.
 - (3) Reflect a 1-for-15 reverse stock split of the Company's issued and outstanding securities effective February 3, 2014.
 - (4) Each share shall automatically convert into 1 share of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering.

The shares are held by Essex Woodlands Health Ventures Fund VIII, L.P. ("Essex Fund VIII"). The voting and dispositive decisions with respect to the shares held by Essex Fund VIII are made by its general partner, Essex Woodland Health Ventures VIII, LLC (Essex VIII LLC) and one of Issuer's directors, Ronald W Eastman.
 - (5) The shares are held by Essex Woodlands Health Ventures Fund VIII-A, L.P. ("Essex Fund VIII-A"). The voting and dispositive decisions with respect to the shares held by Essex Fund VIII-A are made by its general partner, Essex Woodland Health Ventures VIII, LLC (Essex VIII LLC) and one of Issuer's directors, Ronald W Eastman.
 - (6) The shares are held by Essex Woodlands Health Ventures Fund VIII-B, L.P. ("Essex Fund VIII-B"). The voting and dispositive decisions with respect to the shares held by Essex Fund VIII-B are made by its general partner, Essex Woodland Health Ventures VIII, LLC (Essex VIII LLC) and one of Issuer's directors, Ronald W Eastman.
 - (7) Principal amount of \$8,609,375.00 plus interest accrued through October 7, 2014, at the rate of 12% per annum shall convert automatically upon the closing of the Issuer's initial public offering into shares of Common Stock at a conversion price that equals to 100% of the per share price of the Common Stock sold in the Issuer's initial public offering.
 - (8) Principal amount of \$620,738.64 plus interest accrued through October 7, 2014, at the rate of 12% per annum shall convert automatically upon the closing of the Issuer's initial public offering into shares of Common Stock at a conversion price that equals to 100% of the per share price of the Common Stock sold in the Issuer's initial public offering.
 - (9) Principal amount of \$269,886.36 plus interest accrued through October 7, 2014, at the rate of 12% per annum shall convert automatically upon the closing of the Issuer's initial public offering into shares of Common Stock at a conversion price that equals to 100% of the per share price of the Common Stock sold in the Issuer's initial public offering.
 - (10) Automatically net exercisable contingent upon and effective immediately prior to the closing of the Issuer's initial public offering.
 - (11) The exercise price is \$0.15 per share which reflects the 1-for-15 reverse split effective February 3, 2014.
 - (12)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.