

Revance Therapeutics, Inc.
Form 4/A
May 27, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WOOTEN RONALD J

(Last) (First) (Middle)

**C/O NOVAQUEST CAPITAL
MANAGEMENT, L.L.C., 4208 SIX
FORKS ROAD, SUITE 920**

(Street)

RALEIGH, NC 27609

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Revance Therapeutics, Inc. [RVNC]

3. Date of Earliest Transaction
(Month/Day/Year)
05/07/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/15/2015

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
				Code V Amount	Price		

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

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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Filing Date
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		Sec (In	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 20.42	05/07/2015	A		8,000		<u>(1)</u>	05/06/2025	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WOOTEN RONALD J C/O NOVAQUEST CAPITAL MANAGEMENT, L.L.C. 4208 SIX FORKS ROAD, SUITE 920 RALEIGH, NC 27609	X X

Signatures

/s/ Gordon Ho,
Attorney-in-Fact

05/27/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares subject to the stock option shall vest on the one year anniversary of May 7, 2015, subject to the Reporting Person's Continuous Service (as defined in the Issuer's 2014 Equity Incentive Plan) through such vesting date. The stock option represents an annual option grant pursuant to the Issuer's Non-Employee Director Compensation Policy.
- (2) The Reporting Person is a member of the investment committee of NQ HCIF GP, Ltd. ("NovaQuest GP Ltd.") which is the general partner of NQ HCIF General Partner, L.P. ("NovaQuest GP"), which is the general partner of NovaQuest Pharma Opportunities Fund III, L.P. ("NovaQuest"). Under NovaQuest's partnership agreement, the Reporting Person is deemed to hold the reported option for the benefit of NovaQuest, and must exercise the option solely upon the direction of NovaQuest, which is entitled to the shares issued upon exercise. NovaQuest, NovaQuest GP and NovaQuest GP Ltd. may be deemed indirect beneficial owners of the option, and the Reporting Person may be deemed the indirect beneficial owner of the option through his indirect interest in NovaQuest. The Reporting Person disclaims beneficial ownership of the option except to the extent of his pecuniary interest therein.

Remarks:

The purpose of this amendment is to include footnote 2 describing the form of ownership of stock option in Table II, Column 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.