

Revance Therapeutics, Inc.  
Form S-8  
March 04, 2016

As filed with the Securities and Exchange Commission on March 4, 2016

Registration No. 333-  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM S-8  
REGISTRATION STATEMENT  
UNDER

THE SECURITIES ACT OF 1933

Revance Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware

77-0551645

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

7555 Gateway Boulevard

94560

Newark, California 94560

(Zip Code)

(Address of Principal Executive Offices)

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2014 Equity Incentive Plan

2014 Employee Stock Purchase Plan

(Full title of the plan)

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L. Daniel Browne

President and Chief Executive Officer

Revance Therapeutics, Inc.

7555 Gateway Boulevard

Newark, California 94560

(Name and address of agent for service)

(510) 742-3400

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

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Copies to:

Gordon K. Ho

Cooley LLP

3175 Hanover Street

Palo Alto, California 94304

(650) 843-5000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

## 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 |
|---|----------------------------|--|--|----------------------------|
| Common Stock, par value \$0.001 per share |                            |  |  |                            |
| – 2014 Equity Incentive Plan              | 1,131,538                  | \$17.22                                      | \$19,485,084.36                              | \$1,962.15                 |
| – 2014 Employee Stock Purchase Plan       | 282,884                    | \$17.22                                      | \$4,871,262.48                               | \$490.54                   |
| Total                                     | 1,414,422                  | \$17.22                                      | \$24,356,346.84                              | \$2,452.68                 |

- Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this
- (1) Registration Statement shall also cover any additional shares of Registrant’s common stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s common stock. Estimated in accordance with Rule 457(h) and Rule 457(c) promulgated under the Securities Act solely for the
- (2) purpose of calculating the registration fee. The offering price per share and the aggregate offering price are based upon the average of the high and low prices of the Registrant’s common stock as reported on the NASDAQ Global Market on March 1, 2016, in accordance with Rule 457(c) of the Securities Act.

EXPLANATORY NOTE

The Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement on Form S-8 of the Registrant relating to the same employee and non-employee benefit plans set forth herein are effective.

INCORPORATION BY REFERENCE OF CONTENTS OF  
REGISTRATION STATEMENT ON FORM S-8

Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission on April 3, 2015 (File No. 333-203235) and February 14, 2014 (File No. 333 193963) relating to the Registrant's 2014 Equity Incentive Plan and 2014 Employee Stock Purchase Plan are each incorporated by reference herein.

EXHIBITS

| Exhibit Number | Description  |
|----------------|--|
| 4.1(1)         | Amended and Restated Certificate of Incorporation  |
| 4.2(2)         | Amended and Restated Bylaws  |
| 4.3(3)         | Specimen Stock Certificate   |
| 4.4(4)         | Revance Therapeutics, Inc. 2014 Equity Incentive Plan  |
| 4.5(5)         | Form of Restricted Stock Unit Award Agreement and Grant Notice for Revance Therapeutics, Inc. 2014 Equity Incentive Plan |
| 4.6(6)         | Form of Stock Option Agreement and Grant Notice for Revance Therapeutics, Inc. 2014 Equity Incentive Plan                |
| 4.7(7)         | Form of Restricted Stock Bonus Agreement and Grant Notice for Revance Therapeutics, Inc. 2014 Equity Incentive Plan      |
| 4.8(8)         | Revance Therapeutics, Inc. 2014 Employee Stock Purchase Plan   |
| 5.1            | Opinion of Cooley LLP  |
| 23.1           | Consent of Independent Registered Public Accounting Firm   |
| 23.2           | Consent of Cooley LLP. Reference is made to Exhibit 5.1 to this Registration Statement                                   |
| 24.1           | Power of Attorney. Reference is made to the signature page of this Registration Statement                                |

- (1) Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-36297), filed with the SEC on February 11, 2014, and incorporated by reference herein.
  - (2) Filed as Exhibit 3.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-193154), filed with the SEC on December 31, 2013, and incorporated by reference herein.
  - (3) Filed as Exhibit 4.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-193154), filed with the SEC on February 3, 2014, and incorporated by reference herein.
  - (4) Filed as Exhibit 10.5 to the Registrant's Registration Statement on Form S-1 (File No. 333-193154), filed with the SEC on January 27, 2014, and incorporated by reference herein.
  - (5) Filed as Exhibit 10.6 to the Registrant's Annual Report on Form 10-K (File No. 001-36297), filed with the SEC on March 4, 2016, and incorporated by reference herein.
  - (6) Filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-36297), filed with the SEC on November 10, 2015, and incorporated by reference herein.
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- (7) Filed as Exhibit 10.8 to the Registrant's Annual Report on Form 10-K (File No. 001-36297), filed with the SEC on March 4, 2016, and incorporated by reference herein.
- (8) Filed as Exhibit 10.7 to the Registrant's Registration Statement on Form S-1 (File No. 333-193154), filed with the SEC on January 27, 2014, and incorporated by reference herein.
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**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 Newark, State of California on March 4, 2016.

REVANCE THERAPEUTICS, INC.

By: /s/ L. Daniel Browne  
 L. Daniel Browne  
 President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints L. Daniel Browne and Lauren P. Silvernail, and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully 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, his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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 date indicated.

| Signature  | Title   | Date          |
|--|---|---------------|
| /s/ L. Daniel Browne<br>L. Daniel Browne         | President, Chief Executive<br>Officer and Director<br>(Principal Executive Officer)                   | March 4, 2016 |
| /s/ Lauren P. Silvernail<br>Lauren P. Silvernail | Chief Financial Officer and<br>Chief Business Officer<br>(Principal Financial and Accounting Officer) | March 4, 2016 |
| /s/ Angus C. Russell<br>Angus C. Russell         | Director, Chairman  | March 4, 2016 |
| /s/ Robert Byrnes<br>Robert Byrnes               | Director  | March 4, 2016 |
| /s/ Ronald W. Eastman<br>Ronald W. Eastman       | Director  | March 4, 2016 |
| /s/ Phyllis Gardner<br>Phyllis Gardner, M.D.     | Director  | March 4, 2016 |



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| Signature  | Title    | Date          |
|--|----------|---------------|
| /s/ James Glasheen<br>James Glasheen, Ph.D.        | Director | March 4, 2016 |
| /s/ Mark A. Prygocki, Sr.<br>Mark A. Prygocki, Sr. | Director | March 4, 2016 |
| /s/ Jonathan Tunncliffe<br>Jonathan Tunncliffe     | Director | March 4, 2016 |
| /s/ Philip J. Vickers<br>Philip J. Vickers, Ph.D.  | Director | March 4, 2016 |
| /s/ Ronald Wooten<br>Ronald Wooten                 | Director | March 4, 2016 |

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