

Edgar Filing: THERAVANCE INC - Form SC 13G

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
England and Wales

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
	-0-	
	6	SHARED VOTING POWER
		9,401,498 Class A Common
	7	SOLE DISPOSITIVE POWER
		-0-

8 SHARED DISPOSITIVE POWER
9,401,498 Class A Common

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,401,498 Class A Common

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
17.7%

12 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 88338T 10 4 13G

Item 1. (a). Name of Issuer:
Theravance, Inc.

(b). Address of Issuer's Principal Executive Offices:
901 Gateway Boulevard
South San Francisco, CA 94080

Item 2. (a). Names of Person Filing:
GlaxoSmithKline plc

(b). Address of Principal Business Office:
980 Great West Road
Brentford
Middlesex
TW8 9GS ENGLAND

(c). Citizenship:
England and Wales

(d). Title of Class of Securities:
Class A Common

Edgar Filing: THERAVANCE INC - Form SC 13G

(e). CUSIP Number:

88338T 10 4

Item 3. Not Applicable.

Item 4. Ownership.

The information in items 1 and 5 through 11 on the cover pages (page 2) on Schedule 13G is hereby incorporated by reference.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

The following companies are indirect, wholly-owned subsidiaries of Reporting Person and owners of record for 9,401,498 Class A Common shares, collectively:

Owner of Record	No. of Shares
SmithKline Beecham Corporation	6,820,853
Glaxo Group Limited	2,580,645

Item 7. Identification and Classification of Subsidiaries Which Acquired the Security Being Reported on by the Parent Holding Company:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities

Edgar Filing: THERAVANCE INC - Form SC 13G

referred to above were acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

GLAXOSMITHKLINE PLC

By: _____/S/_____
S.M. Bicknell

Company Secretary

Dated: February 11, 2005