

Revance Therapeutics, Inc.
 Form 3
 February 05, 2014

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

OMB APPROVAL

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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)

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

Table I - Non-Derivative Securities Beneficially Owned

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

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p>	<p>4. Conversion or Exercise Price of Derivative</p>	<p>5. Ownership Form of Derivative Security:</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series E-1 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	124,558 (3) (4)	\$ (1) (4)	I	See Footnote (5)
Series E-2 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	115,337 (3) (4)	\$ (1) (4)	I	See Footnote (5)
Series E-3 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	115,787	\$ (1) (4)	I	See Footnote (5)
Series E-4 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	47,252	\$ (1) (4)	I	See Footnote (5)
Convertible Promissory Note	Â (6)	Â (6)	Common Stock	41,312 (6)	\$ (6)	I	See Footnote (5)
Warrant to Purchase Common Stock	Â (7)	Â (7)	Common Stock	12,839	\$ (8)	I	See Footnote (5)
Stock Option (Right to Buy)	Â (9)	04/29/2018	Common Stock	4,000 (3)	\$ 2.55 (10)	D	Â
Stock Option (Right to Buy)	Â (11)	07/20/2020	Common Stock	1,333 (3)	\$ 2.55 (10)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARDNER PHYLLIS C/O ESSEX WOODLANDS HEALTH VENTURES 335 BRYANT STREET, THIRD FLOOR PALO ALTO, CA 94301	Â X	Â	Â	Â

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 split of the Issuer'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.

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- (5) These shares are held by Essex Woodlands Health Ventures Fund V, L.P. ("Essex Fund V"). Essex Woodlands Health Ventures V, LLC, the general partner of Essex Fund V, may be deemed to have sole power to vote and sole power to dispose of shares directly owned by Essex Fund V. Phyllis Gardner is a partner at Essex Woodlands Health Ventures V, LLC and may be deemed to have shared voting power and shared power to dispose of the shares held by Essex Fund V.

- (6) Principal amount of \$600,000.00 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.
- (7) Automatically net exercisable contingent upon and effective immediately prior to the closing of the Issuer's initial public offering.
- (8) The exercise price is \$0.15 per share which reflects the 1-for-15 reverse split effective February 3, 2014.
- (9) The Option is fully vested as of January 1, 2012.
- (10) Price reflects 1-for-15 reverse stock split
- (11) The Option is fully vested as of January 1, 2014.

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.