

Revance Therapeutics, Inc.  
Form 4  
April 10, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NovaQuest Pharma Opportunities Fund III, L.P.

(Last) (First) (Middle)

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)

04/08/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) 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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Derivative Securities

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							(Instr. 9)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 28.93	04/08/2014	<u>J</u> <sup>(1)</sup>		8,000		<u>(2)</u>	04/07/2024	Common Stock	8,000	
Stock Option (Right to Buy)	\$ 28.93	04/08/2014	<u>J</u> <sup>(3)</sup>		8,000		<u>(4)</u>	04/07/2024	Common Stock	8,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NovaQuest Pharma Opportunities Fund III, L.P. 4208 SIX FORKS ROAD, SUITE 920 RALEIGH, NC 27609		X		
NQ HCIF General Partner, L.P. 4208 SIX FORKS ROAD, SUITE 920 RALEIGH, NC 27609		X		
NQ HCIF GP, Ltd. 4208 SIX FORKS ROAD, SUITE 920 RALEIGH, NC 27609		X		

## Signatures

/s/ Gordon Ho,  
Attorney-in-fact

04/10/2014

      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).

This option was granted to Jonathan Tunnicliffe, a director of Revance Therapeutics, Inc., who is a member of the investment committee of NQ HCIF GP, Ltd. (the "NovaQuest GP Ltd.") which is the general partner of NQ HCIF General Partner, L.P. (the "NovaQuest GP"), which is the general partner of NovaQuest Pharma Opportunities Fund III, L.P. ("NovaQuest"). NovaQuest GP Ltd has the power to

- (1) direct the NovaQuest GP, which in turn acts in its capacity as general partner of NovaQuest, as to voting and disposition of securities owned by NovaQuest. NovaQuest, NovaQuest GP and NovaQuest GP Ltd. may be deemed indirect beneficial owners of the option. NovaQuest, NovaQuest GP and NovaQuest GP Ltd. disclaim beneficial ownership of the option except to the extent of their pecuniary interest therein, if any.

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- (2) The Option shares shall vest as follows: The shares subject to the Option Grant will vest on the one year anniversary of April 8, 2014, subject to Jonathan Tunnicliffe's Continuous Service (as defined in the Issuer's 2014 Equity Incentive Plan) through such vesting date.

This option was granted to Ronald J. Wooten, a director of Revance Therapeutics, Inc., who is a member of the investment committee of NQ HCIF GP, Ltd. (the "NovaQuest GP Ltd.") which is the general partner of NQ HCIF General Partner, L.P. (the "NovaQuest GP"), which is the general partner of NovaQuest Pharma Opportunities Fund III, L.P. ("NovaQuest"). NovaQuest GP Ltd has the power to

- (3) direct the NovaQuest GP, which in turn acts in its capacity as general partner of NovaQuest, as to voting and disposition of securities owned by NovaQuest. NovaQuest, NovaQuest GP and NovaQuest GP Ltd. may be deemed indirect beneficial owners of the option. NovaQuest, NovaQuest GP and NovaQuest GP Ltd. disclaim beneficial ownership of the option except to the extent of their pecuniary interest therein, if any.
- (4) The Option shares shall vest as follows: The shares subject to the Option Grant will vest on the one year anniversary of April 8, 2014, subject to Ronald J. Wooten's Continuous Service (as defined in the Issuer's 2014 Equity Incentive Plan) through such vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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