

Innoviva, Inc.
Form 4
January 19, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
WITEK THEODORE L JR

(Last) (First) (Middle)

951 GATEWAY BLVD.

(Street)

SOUTH SAN FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Innoviva, Inc. [INVA]

3. Date of Earliest Transaction
(Month/Day/Year)
01/14/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP & Chief Scientific Off.

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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	01/14/2016		A		92,587 (1) (2) (3)	A	\$ 0 165,554 (4) D

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WITEK THEODORE L JR 951 GATEWAY BLVD. SOUTH SAN FRANCISCO, CA 94080			Sr. VP & Chief Scientific Off.	

Signatures

/s/ Theodore L. Witek, Jr. 01/19/2016

**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) Includes 49,293 shares of common stock underlying a time-based restricted stock unit award (RSU). Twenty-five percent of the shares subject to the RSU shall vest on February 20, 2017, and 6.25% on May 20, 2017, 6.25% on August 20, 2017, 6.25% on November 20, 2017, 6.25% on February 20, 2018, 6.25% on August 20, 2018 and the remaining 37.5% on November 20, 2018, provided that the Reporting Person has provided continuous service to the Issuer through the applicable vesting date.
- (2) Includes shares of common stock granted pursuant to a performance-based restricted stock unit award (PSU). The shares vest pursuant to the PSU over a two-year and a 32-month performance period upon, and subject to a formula related to, the Issuer's achievement of certain levels of total shareholder return (TSR). The "target" number of shares that may vest is 23,147, but the actual number of shares that may vest will range from 0 to 46,294 shares based on the Issuer's TSR over the performance periods. Subject to achievement of the performance-based vesting conditions, (i) two-thirds of the shares eligible to vest based on achievement for the two-year performance period will vest on February 20, 2018 and the remaining one-third of such shares will vest on November 20, 2018 and (ii) the shares eligible to vest based on achievement for the 32-month performance period will vest on November 20, 2018, in each case, (continued in Footnote 3)
- (3) (continued from Footnote 2) provided that the Reporting Person has provided continuous service to the Issuer through the applicable vesting date.
- (4) Includes 1,538 shares of common stock acquired under the Innoviva, Inc. Employee Stock Purchase Plan (ESPP) on November 15, 2015.
- 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.