



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

January 5, 2011

Rick E Winningham  
Chief Executive Officer  
Theravance, Inc.  
901 Gateway Blvd.  
South San Francisco, CA 94080

**Re: Theravance, Inc.  
Form 10-K for the Fiscal Year Ended December 31, 2009  
Filed February 26, 2010  
Definitive Proxy Statement on Schedule 14A  
Filed March 24, 2010  
File No. 000-30319**

Dear Mr. Winningham:

We have completed our review of your filings and do not have any further comments at this time.

Sincerely,

Jeffrey P. Riedler  
Assistant Director