

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM372570

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	01/07/2016		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Theravance, Inc.		01/07/2016	CORPORATION:
LABA Merger Sub, Inc.		01/07/2016	CORPORATION:
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
Innoviva, Inc.	01/07/2016	CORPORATION:	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	Innoviva, Inc.		
Street Address:	951 Gateway Boulevard		
City:	South San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94080		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	86828722	INNOVIVA	
Serial Number:	86828724	INNOVIVA	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	cbyczko@btlaw.com		
Correspondent Name:	Caitlin R. Byczko		
Address Line 1:	11 South Meridian Street		
Address Line 4:	Indianapolis, INDIANA 46204		
ATTORNEY DOCKET NUMBER:	31664-100		
NAME OF SUBMITTER:	Caitlin R. Byczko		
SIGNATURE:	/cbyczko/		

CH \$65.00 86828722

DATE SIGNED:	02/09/2016
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Total Attachments: 5

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Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"LABA MERGER SUB, INC.", A DELAWARE CORPORATION,
WITH AND INTO "THERAVANCE, INC." UNDER THE NAME OF
"INNOVIVA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE SEVENTH DAY OF JANUARY, A.D. 2016, AT 5:51 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2684234 8100M
SR# 20160107153

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 201637052
Date: 01-07-16

TRADEMARK
REEL: 005727 FRAME: 0339

**CERTIFICATE OF OWNERSHIP AND MER
MERGING
LABA MERGER SUB, INC.
WITH AND INTO
THERAVANCE, INC.**

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

Theravance, Inc., a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of LABA Merger Sub, Inc., a Delaware corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving corporation under the name of Innoviva, Inc.:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company owns all of the outstanding shares of common stock, par value \$0.01 per share, of the Subsidiary, being the only shares of authorized capital stock of the Subsidiary.

THIRD: The Board of Directors of the Company, by the following resolutions duly adopted by the Board of Directors at a duly noticed, called and convened meeting thereof held on December 16, 2015, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL:

WHEREAS, the Company desires to change its name to Innoviva, Inc. (the "Name Change") pursuant to Section 253(b) of the General Corporation Law of the State of Delaware (the "General Corporation Law");

WHEREAS, in order to effect the Name Change, the Company desires to incorporate a corporation named LABA Merger Sub, Inc. (the "Subsidiary") under the General Corporation Law and to acquire one hundred (100) shares of Common Stock,

par value of \$0.01 per share, of the Subsidiary (collectively, the "Incorporation");

WHEREAS, following the effectiveness of the Incorporation, the Company will own all of the outstanding shares of the capital stock of the Subsidiary; and

WHEREAS, in order to effect the Name Change the Board of Directors of the Company has deemed it advisable that the Subsidiary be merged with and into the Company (the "Merger") pursuant to Section 253 of the General Corporation Law following the effectiveness of the Incorporation.

NOW, THEREFORE, BE IT AND IT HEREBY IS:

RESOLVED, that the Incorporation is hereby authorized and approved in all respects; and it is further

RESOLVED, that following the Incorporation, the Company is hereby authorized to effect the Name Change by merging the Subsidiary with and into the Company pursuant to Section 253 of the General Corporation Law; and it is further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of Common Stock, par value \$0.01 per share, of the Company (the "Common Stock"), shall remain unchanged and continue to remain outstanding as one share of Common Stock, held by the person who was the holder of such share of Common Stock immediately prior to the Merger; and it is further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of Common Stock, par value \$0.01 per share, of the Subsidiary shall be cancelled and no consideration shall be issued in respect thereof; and it is further

RESOLVED, that the Certificate of Incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that the text of Article I thereof shall be amended to read in its entirety as follows:

"The name of this corporation is Innoviva, Inc."

RESOLVED, that the proper officers of the Company be and they hereby are authorized and directed to do all acts and things that may be necessary to carry out and effectuate the

purpose and intent of the resolutions relating to the Name Change, the Incorporation and the Merger; and it is further

RESOLVED, that the proper officers of the Company be and they hereby are authorized and directed, following the effectiveness of the Incorporation, to make, execute and acknowledge, in the name and under the corporate seal of the Company, a certificate of ownership and merger for the purpose of consummating the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger.

FOURTH: The Company shall be the surviving corporation of the Merger.

FIFTH: The certificate of incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that the text of Article I thereof shall be amended to read in its entirety as follows:

“The name of this corporation is Innoviva, Inc.”

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 7th day of January, 2016.

THERAVANCE, INC.

By: /s/ Eric d'Esparbes

Name: Eric d'Esparbes

Office: Chief Financial Officer