Innoviva, In	с.											
Form 4												
May 20, 201	16											
FORM	ΠΔ								OMB AF	PROVAL		
	UNITE	D STATE:		RITIES A shington,			NGE C	COMMISSION	OMB Number:	3235-0287		
Check this box									Expires:	January 31,		
subject t	if no longer subject to STATEMENT OF CHAN				GES IN BENEFICIAL OWNERSHI				Estimated a	2005		
Section				SECURITIES				burden hours per				
Form 4 o								response	0.5			
Form 5 obligation	.nc 1						U	e Act of 1934,				
may con				•	•	· ·		1935 or Section	1			
See Instr		30(h)) of the In	vestment	Compan	iy Ac	t of 194	-0				
1(b).												
(Drint or Tuno)	Deemenaac)											
(Print or Type	Kesponses)											
1 Name and A	Address of Reporti	ng Person *	2 Lagua	Nome and	Tielsen on	Tradia		5. Relationship of	Reporting Pers	on(s) to		
1. Name and Address of Reporting Person _ 2. Issuer ABERCROMBIE GEORGE B Symbol				er Name and Ticker or Trading			Issuer					
			-	va, Inc. [INVA]								
								(Check all applicable)				
(Last)	(First)	(Middle)		f Earliest Tr	ansaction			D. (100	0		
				onth/Day/Year) /20/2016				Director 10% Owner X Officer (give title Other (specify				
			0312012					below) below) Sr. VP & Chief Comm. Officer				
								Sr. VP & C	Chief Comm. O	fficer		
			4. If Ame	nendment, Date Original			6. Individual or Joint/Group Filing(Check					
			onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person					
	NT							Form filed by C				
SOUTH SA								Person				
	CO, CA 94080											
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of	2. Transaction D	Date 2A. Dee	emed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Ye	ar) Executio	any		Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			Securities	Form: Direct	Indirect		
(Instr. 3)								Beneficially	(D) or	Beneficial		
(Month/Da			Day/Year)	ay/Year) (Instr. 8)			Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)			
								Reported	(Instr. T)	(mou. r)		
						(A) or		Transaction(s)				
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common	05/20/2016				1,276		\$	171 402 (2)	D			
0, 1	05/20/2016			F	(1)	D	11.00	171,402 <u>(2)</u>	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Stock

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

11.09

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(1)

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				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		
ABERCROMBIE GEORGE B 951 GATEWAY BLVD. SOUTH SAN FRANCISCO, CA 94080			Sr. VP & Chief Comm. Officer			

Signatures

/s/ George Abercrombie 05/20/2016 **Signature of Reporting Date

**Signature of Reporting Person

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) The shares were withheld by the Company to satisfy income tax withholding obligations associated with the quarterly vesting of previously granted employee equity awards.
- (2) Includes 2,500 shares of common stock acquired under the Innoviva, Inc. Employee Stock Purchase Plan on May 13, 2016.

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.