



14007175

NASDAQ
THE NASDAQ OMX GROUP

William Slattery, CFA
Vice President
Listing Qualifications

By Electronic Mail

May 14, 2014

Mr. Jeffrey Thomas
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Received SEC

MAY 14 2014

Washington, DC 20549

CERT

File No. 001-36033

Dear Mr. Thomas:

This is to certify that on May 7, 2014 The Nasdaq Stock Market (the "Exchange") received from Theravance Biopharma, Inc. (the "Registrant") a copy of the Registrant's application on Form 10 12(b) for the registration of the following securities:

Ordinary Share, par value \$0.00001 per share
and associated Preferred
Share Purchase Rights

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

William Slattery