TREVENA INC Form 4 February 07, 2014

FORM 4

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

OMB 3235-0287 Number:

Estimated average

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Polaris Venture Management Co. V, L.L.C.

> (First) (Middle)

(Last)

1000 WINTER STREET,

(Street)

2. Issuer Name and Ticker or Trading Symbol

TREVENA INC [TRVN]

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

02/05/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_X__ 10% Owner Director Officer (give title _ Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

WALTHAM, MA 02451

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Sec	urities	Acqui	red, Disposed of,	, or Beneficial	ly 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 a omr Disposed o (Instr. 3, 4 an	of (D)	ed (A)	Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/05/2014		C <u>(1)</u>	967,740	A	\$0	967,740	I	See Footnote (2)
Common Stock	02/05/2014		C <u>(1)</u>	1,354,837	A	\$0	2,322,577	I	See Footnote (2)
Common Stock	02/05/2014		C <u>(1)</u>	235,946	A	\$ 0	2,558,523	I	See Footnote
Common Stock	02/05/2014		C <u>(1)</u>	780,754 (3)	A	\$0	3,339,277	I	See Footnote (2)

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See Common $P^{(4)}$ 02/05/2014 A \$7 3,811,682 472,405 I Footnote Stock (2) (5)

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

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

(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of Derivative TransactionSecurities Acquired (A) Code or Disposed of (D) (Instr. 8) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amor Underlying Secur (Instr. 3 and 4)		
	Security						Date Exercisable	Expiration Date	Title	Am Nu
Series A				Code V	(A)	(D)				
Preferred Stock	(1)	02/05/2014		C		6,000,000	<u>(1)</u>	<u>(1)</u>	Common Stock	9
Series B Preferred Stock	(1)	02/05/2014		C		8,400,000	<u>(1)</u>	<u>(1)</u>	Common Stock	1,3
Warrants- Purchase Series B-1 Preferred Stock (right to buy)	\$ 1	02/05/2014		X		550,000	<u>(6)</u>	<u>(7)</u>	Series B-1 Preferred Stock	5
Series B-1 Preferred Stock	<u>(1)</u>	02/05/2014		X	550,000		(1)	(1)	Common Stock	8
Series B-1 Preferred Stock	(1)	02/05/2014		S(9)		487,132	(1)	<u>(1)</u>	Common Stock	7
Series B-1 Preferred Stock	(1)	02/05/2014		С		1,462,868	(1)	<u>(1)</u>	Common Stock	2
Series C Preferred Stock	(1)	02/05/2014		С		4,840,686	<u>(1)</u>	<u>(1)</u>	Common Stock	7

Reporting Owners

Reporting Owner Name / Address		Relationships					
		Director	10% Owner	Officer	Other		
Polaris Venture Management Co. V, 1000 WINTER STREET WALTHAM, MA 02451	L.L.C.		X				
Flint Jonathan A C/O POLARIS VENTURE PARTNE 1000 WINTER STREET WALTHAM, MA 02451	ERS		X				
MCGUIRE TERRANCE C/O POLARIS VENTURE PARTNE 1000 WINTER STREET WALTHAM, MA 02451	ERS	X	X				
Polaris Venture Partners Entrepreneu 1000 WINTER STREET WALTHAM, MA 02451	rs' Fund V, L.P.		X				
Polaris Venture Partners Founders' F	und V, L.P.		X				
Polaris Venture Partners Special Four 1000 WINTER STREET WALTHAM, MA 02451	nders' Fund V, L.P.		X				
Polaris Venture Partners V, L.P. 1000 WINTER STREET WALTHAM, MA 02451			X				
Signatures							
/s/Derek Colla,	02/07/2014						

/s/Derek Colla, Attorney-in-Fact	02/07/2014			
**Signature of Reporting Person	Date			
Derek Colla, Attorney-in-Fact	02/07/2014			
**Signature of Reporting Person	Date			
Derek Colla, Attorney-in-Fact	02/07/2014			
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**Signature of Reporting Person	Date			
Derek Colla, Attorney-in-Fact	02/07/2014			

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**Signature of Reporting Person Date

Derek Colla, 02/07/2014

Attorney-in-Fact 02/07/201

**Signature of Reporting Person

Derek Colla,

Attorney-in-Fact 02/07/2014

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Each share of convertible preferred stock was convertible at any time, at the holder's election, into the issuer's common stock on a 6.2 to

 1 basis. Effective immediately prior to the closing of the issuer's initial public offering of its common stock, each share of convertible preferred stock automatically converted on a 6.2 to 1 basis into shares of common stock of the issuer. The convertible preferred stock had no expiration date.
 - Terrance G. McGuire, a director of the issuer, and Jonathan Flint are managing members of Polaris Venture Management Co. V, L.L.C. ("Polaris V"), which is the sole general partner of each of Polaris Venture Partners V, L.P. ("PVP V"), Polaris Venture Partners Entrepreneurs' Fund V, L.P. ("Entrepreneurs' V), Polaris Venture Partners Founders' Fund V, L.P. ("Founders' V") and Polaris Venture
- (2) Partners Special Founders' Fund V, L.P. ("Special Founders' V") (collectively, the "Polaris Funds") and may be deemed to beneficially own the shares held by the Polaris Funds. Each of Mr. McGuire, Mr. Flint and Polaris V disclaim beneficial ownership of these securities and this report shall not be deemed an admission that it is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.
- (3) Includes one share of common stock issued to the reporting persons in connection with the aggregation of fractional shares.
- Consists of (i) 455,844 shares of common stock purchased by PVP V, (ii) 8,883 shares of common stock purchased by Entrepreneurs' V, (iii) 3,121 shares of common stock purchased by Founders' V, and (iv) 4,557 shares of common stock purchased by Special Founders' V.
- Consists of (i) 3,678,030 shares held by PVP V, (ii) 71,682 shares held by Entrepreneurs' V, (iii) 25,192 shares held by Founders' V, and (iv) 36,778 shares held by Special Founders' V.
- (6) Immediately exercisable.
- (7) The warrant expires upon an initial public offering of the issuer's common stock.
- PVP V owned warrants to purchase 530,713 shares of Series B-1 Preferred Stock; Entrepreneurs' V owned warrants to purchase 10,343 shares of Series B-1 Preferred Stock; Founders' V owned warrants to purchase 3,636 shares of Series B-1 Preferred Stock; and Special Founders' V owned warrants to purchase 5,308 shares of Series B-1 Preferred Stock.
- On February 5, 2014, the Polaris Funds exercised warrants to purchase 550,000 shares of the issuers Series B-1 Preferred stock for \$1.00 per share. The Polaris Funds paid the exercise price on a cashless basis, resulting in the issuer's withholding of 487,132 shares of the Series B-1 Preferred Stock to pay the exercise price and issuing to the Polaris Funds the remaining 62,868 shares of Series B-1 Preferred Stock to pay the exercise price and issuing to the Polaris Funds the remaining 62,868 shares of Series B-1 Preferred Stock to pay the exercise price and issuing to the Polaris Funds the remaining 62,868 shares of Series B-1 Preferred Stock for \$1.00 per share.
- (10) The sale price of the Series B-1 Preferred Stock was \$1.129 per share (or \$7.00 divided by 6.2) which was the per share fair market value of the Series B-1 Preferred Stock on the date of the sale.

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.

Signatures 4