

WERNER HAROLD R

Form 3

January 30, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 HealthCare Ventures VIII,
 L.P.

(Last) (First) (Middle)

C/O HEALTHCARE
 VENTURES LLC,, 47
 THORNDIKE STREET, SUITE
 B1-1

(Street)

CAMBRIDGE, MA 02141

(City) (State) (Zip)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 01/30/2014

3. Issuer Name and Ticker or Trading Symbol
 TREVENA INC [TRVN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
 ____ Officer ____ Other
 (give title below) (specify below)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 ____X____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0	D	

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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	(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	967,741 (1)	\$ (1)	I	See Footnotes (2) (3)
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	677,419 (1)	\$ (1)	I	See Footnotes (2) (4)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	504,032 (1)	\$ (1)	I	See Footnotes (2) (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HealthCare Ventures VIII, L.P. C/O HEALTHCARE VENTURES LLC, 47 THORNDIKE STREET, SUITE B1-1 CAMBRIDGE,Â MAÂ 02141	Â	Â X	Â	Â
HealthCare Partners VIII, L.P. C/O HEALTHCARE VENTURES LLC, 47 THORNDIKE STREET, SUITE B1-1 CAMBRIDGE,Â MAÂ 02141	Â	Â X	Â	Â
HealthCare Partners VIII, LLC C/O HEALTHCARE VENTURES LLC, 47 THORNDIKE STREET, SUITE B1-1 CAMBRIDGE,Â MAÂ 02141	Â	Â X	Â	Â
CAVANAUGH JAMES H C/O HEALTHCARE VENTURES LLC, 47 THORNDIKE STREET, SUITE B1-1 CAMBRIDGE,Â MAÂ 02141	Â	Â X	Â	Â
Mirabelli Christopher C/O HEALTHCARE VENTURES LLC, 47 THORNDIKE STREET, SUITE B1-1 CAMBRIDGE,Â MAÂ 02141	Â X	Â X	Â	Â
LAWLOR AUGUSTINE C/O HEALTHCARE VENTURES LLC, 47 THORNDIKE STREET, SUITE B1-1 CAMBRIDGE,Â MAÂ 02141	Â	Â X	Â	Â
LITTLECHILD JOHN W C/O HEALTHCARE VENTURES LLC, 47 THORNDIKE STREET, SUITE B1-1 CAMBRIDGE,Â MAÂ 02141	Â	Â X	Â	Â

WERNER HAROLD R
C/O HEALTHCARE VENTURES LLC
47 THORNDIKE STREET, SUITE B1-1
CAMBRIDGE, MA 02141

Signatures

/s/Jeffrey B. Steinberg, Administrative Partner of HealthCare Ventures VIII, L.P. 01/30/2014

__Signature of Reporting Person Date

Jeffrey B. Steinberg, Administrative Partner of HealthCare Partners VIII, L.P. 01/30/2014

__Signature of Reporting Person Date

Jeffrey B. Steinberg, Administrative Officer of HealthCare Partners VIII LLC 01/30/2014

__Signature of Reporting Person Date

Jeffrey B. Steinberg, Attorney-in-Fact for James H. Cavanaugh 01/30/2014

__Signature of Reporting Person Date

Jeffrey B. Steinberg, Attorney-in-Fact for Christopher Mirabelli 01/30/2014

__Signature of Reporting Person Date

Jeffrey B. Steinberg, Attorney-in-Fact for Augustine Lawlor 01/30/2014

__Signature of Reporting Person Date

Jeffrey B. Steinberg, Attorney-in-Fact for John Littlechild 01/30/2014

__Signature of Reporting Person Date

Jeffrey B. Steinberg, Attorney-in-Fact for Harold Werner 01/30/2014

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Immediately prior to closing of the issuer's initial public offering, the preferred stock held by the reporting persons will automatically convert into common stock on a 6.2 to 1 basis.

- (2) The securities are held of record by HealthCare Ventures VIII, L.P. ("HCVVIII"). HealthCare Partners VIII, L.P. ("HCPVIII") is the General Partner of HCVVIII and HealthCare Partners VIII LLC (the "LLC") is the General Partner of HCPVIII. Each of James Cavanaugh, Harold Werner, John Littlechild, Christopher Mirabelli and Augustine Lawlor are the managing directors of the LLC and exercise shared voting and investment power with respect to the shares owned by HCVVIII. Each of the reporting persons disclaims beneficial ownership of such securities, except to the extent of their proportionate pecuniary interest therein. Dr. Mirabelli is also a director of the issuer.

- (3) HCVVIII holds an aggregate of 6,000,000 shares of Series A Preferred Stock which is convertible into 967,740 shares of Common Stock.
- (4) HCVVIII holds an aggregate of 4,200,000 shares of Series B Preferred Stock which is convertible into 677,419 shares of Common Stock.
- (5) HCVVIII holds an aggregate of 3,125,000 shares of Series C Preferred Stock which is convertible into 504,032 shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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