

WERNER HAROLD R
Form 4
February 07, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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. 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)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ 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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/05/2014		C ⁽¹⁾	967,741 A \$ 0 967,741	I	By Partnership ⁽²⁾	
Common Stock	02/05/2014		C ⁽¹⁾	677,419 A \$ 0 1,645,160	I	By Partnership ⁽²⁾	
Common Stock	02/05/2014		C ⁽¹⁾	504,033 ⁽³⁾ A \$ 0 2,149,193	I	By Partnership ⁽²⁾	
Common	02/05/2014		P ⁽⁴⁾	297,058 A \$ 7 2,446,251	I	By	

Stock

Partnership
(2) (5)

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

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(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 Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
					Acquired (A)	Disposed of (D)			
Series A Preferred Stock	<u>(1)</u>	02/05/2014		C		6,000,000	<u>(1)</u> <u>(1)</u>	Common Stock	967,741
Series B Preferred Stock	<u>(1)</u>	02/05/2014		C		4,200,000	<u>(1)</u> <u>(1)</u>	Common Stock	677,419
Series C Preferred Stock	<u>(1)</u>	02/05/2014		C		3,125,000	<u>(1)</u> <u>(1)</u>	Common Stock	504,033 <u>(3)</u>

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, MA 02141		X		
CAVANAUGH JAMES H C/O HEALTHCARE VENTURES LLC 47 THORNDIKE STREET, SUITE B1-1 CAMBRIDGE, MA 02141		X		
HealthCare Partners VIII, LLC C/O HEALTHCARE VENTURES LLC 47 THORNDIKE STREET, SUITE B1-1 CAMBRIDGE, MA 02141		X		

HealthCare Partners VIII, L.P. C/O HEALTHCARE VENTURES LLC 47 THORNDIKE STREET, SUITE B1-1 CAMBRIDGE, MA 02141	X
LAWLOR AUGUSTINE C/O HEALTHCARE VENTURES LLC 47 THORNDIKE STREET, SUITE B1-1 CAMBRIDGE, MA 02141	X
LITTLECHILD JOHN W C/O HEALTHCARE VENTURES LLC 47 THORNDIKE STREET, SUITE B1-1 CAMBRIDGE, MA 02141	X
Mirabelli Christopher C/O HEALTHCARE VENTURES LLC 47 THORNDIKE STREET, SUITE B1-1 CAMBRIDGE, MA 02141	X X
WERNER HAROLD R C/O HEALTHCARE VENTURES LLC 47 THORNDIKE STREET, SUITE B1-1 CAMBRIDGE, MA 02141	X

Signatures

/s/Jeffrey B. Steinberg, Administrative Partner of HealthCare Ventures VIII, L.P.	02/07/2014
__Signature of Reporting Person	Date
Jeffrey B. Steinberg, Attorney-in-Fact for James H. Cavanaugh	02/07/2014
__Signature of Reporting Person	Date
Jeffrey B. Steinberg, Administrative Officer of HealthCare Partners VIII LLC	02/07/2014
__Signature of Reporting Person	Date
Jeffrey B. Steinberg, Administrative Partner of HealthCare Partners VIII, LP	02/07/2014
__Signature of Reporting Person	Date
Jeffrey B. Steinberg, Attorney-in-Fact for Augustine Lawlor	02/07/2014
__Signature of Reporting Person	Date
Jeffrey B. Steinberg, Attorney-in-Fact for John Littlechild	02/07/2014
__Signature of Reporting Person	Date
Jeffrey B. Steinberg, Attorney-in-Fact for Christopher Mirabelli	02/07/2014
__Signature of Reporting Person	Date
Jeffrey B. Steinberg, Attorney-in-Fact for Harold Werner	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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) 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.

(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 his, her or its proportionate pecuniary interest therein. Dr. Mirabelli is also a director of the issuer.

(3) Includes one share of common stock issued to the reporting persons in connection with the aggregation of fractional shares.

(4) These shares were purchased by HCVVIII.

(5) Please note that each of the reporting persons are no longer subject to Section 16 reporting requirements with the exception of Christopher Mirabelli, who will have an ongoing reporting obligation as a director of the issuer.

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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