

TREVENA INC
Form 4
February 07, 2014

FORM 4

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

OMB APPROVAL

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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 *
Polaris Venture Management Co. V,
L.L.C.

(Last) (First) (Middle)

1000 WINTER STREET,

(Street)

WALTHAM, MA 02451

(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 Ownership (Instr. 4)
Common Stock	02/05/2014		C ⁽¹⁾	967,740 A \$ 0	967,740	I	See Footnote (2)
Common Stock	02/05/2014		C ⁽¹⁾	1,354,837 A \$ 0	2,322,577	I	See Footnote (2)
Common Stock	02/05/2014		C ⁽¹⁾	235,946 A \$ 0	2,558,523	I	See Footnote (2)
Common Stock	02/05/2014		C ⁽¹⁾	780,754 ⁽³⁾ A \$ 0	3,339,277	I	See Footnote (2)

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Common Stock	02/05/2014	P ⁽⁴⁾	472,405	A	\$ 7	3,811,682	I	See Footnote (2) (5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Underlying Security
Series A Preferred Stock	<u>(1)</u>	02/05/2014		C		<u>(1)</u> <u>(1)</u>	Common Stock 9
Series B Preferred Stock	<u>(1)</u>	02/05/2014		C		<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		<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	<u>(1)</u> <u>(1)</u>	Common Stock 8
Series B-1 Preferred Stock	<u>(1)</u>	02/05/2014		S ⁽⁹⁾	487,132	<u>(1)</u> <u>(1)</u>	Common Stock 7
Series B-1 Preferred Stock	<u>(1)</u>	02/05/2014		C	1,462,868	<u>(1)</u> <u>(1)</u>	Common Stock 2
Series C Preferred Stock	<u>(1)</u>	02/05/2014		C	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, L.L.C. 1000 WINTER STREET WALTHAM, MA 02451		X		
Flint Jonathan A C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451		X		
MCGUIRE TERRANCE C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451	X	X		
Polaris Venture Partners Entrepreneurs' Fund V, L.P. 1000 WINTER STREET WALTHAM, MA 02451		X		
Polaris Venture Partners Founders' Fund V, L.P. 1000 WINTER STREET WALTHAM, MA 02451		X		
Polaris Venture Partners Special Founders' Fund V, L.P. 1000 WINTER STREET WALTHAM, MA 02451		X		
Polaris Venture Partners V, L.P. 1000 WINTER STREET WALTHAM, MA 02451		X		

Signatures

/s/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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