

Violin Jonathan
 Form 3
 February 08, 2018

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)

| | | | | | |
|---|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person * ^ Violin Jonathan (Last) (First) (Middle)</p> <p>C/O TREVENA, INC., ^ 955 CHESTERBROOK BOULEVARD, SUITE 200 (Street)</p> <p>CHESTERBROOK, ^ PA ^ 19087 (City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement (Month/Day/Year) 01/29/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol TREVENA INC [TRVN]</p> | <p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP-Scientific Affairs & IR</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|--|

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 | 10,192 | 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 (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (Right to Buy) | Â (1) | 06/17/2023 | Common Stock | 49,190 | \$ 2.23 | D | Â |
| Employee Stock Option (Right to Buy) | Â (2) | 02/20/2024 | Common Stock | 12,000 | \$ 7.4 | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 03/17/2025 | Common Stock | 10,000 | \$ 6.79 | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 03/03/2026 | Common Stock | 16,875 | \$ 8.82 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 01/06/2027 | Common Stock | 8,500 | \$ 6.61 | D | Â |
| Employee Stock Option (Right to Buy) | Â (6) | 03/02/2027 | Common Stock | 19,369 | \$ 4.13 | D | Â |
| Employee Stock Option (Right to Buy) | Â (7) | 04/10/2027 | Common Stock | 30,000 | \$ 3.34 | D | Â |
| Employee Stock Option (Right to Buy) | Â (8) | 08/28/2027 | Common Stock | 35,000 | \$ 2.27 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Violin Jonathan C/O TREVENA, INC. 955 CHESTERBROOK BOULEVARD, SUITE 200 CHESTERBROOK, PA 19087 | Â | Â | Â SVP-Scientific Affairs & IR | Â |

Signatures

/s/ John Limongelli,
Attorney-in-Fact

02/08/2018

__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 exercisable.

(2) 11,250 of the shares underlying the option are immediately exercisable and the remaining 750 shares underlying the option shall vest and become exercisable on March 1, 2018, subject to the reporting person providing Continuous Service (as defined in the Trevena, Inc. 2013 Equity Incentive Plan, as amended (the "Plan")) to the Issuer on such date.

(3) The option shall vest and become exercisable in 4 equal annual installments beginning on March 17, 2016, subject to the reporting person providing Continuous Service, as that term is defined in the Plan, as of each such vesting date.

(4)

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The option shall vest and become exercisable in 4 equal annual installments beginning on March 3, 2017, subject to the reporting person providing Continuous Service, as that term is defined in the Plan, as of each such vesting date.

- (5) The option shall vest and become exercisable in 4 equal annual installments beginning on January 6, 2018, subject to the reporting person providing Continuous Service, as that term is defined in the Plan, as of each such vesting date.
- (6) The option shall vest and become exercisable in 4 equal annual installments beginning on March 2, 2018, subject to the reporting person providing Continuous Service, as that term is defined in the Plan, as of each such vesting date.
- (7) The option shall vest and become exercisable in 4 equal annual installments beginning on April 10, 2018, subject to the reporting person providing Continuous Service, as that term is defined in the Plan, as of each such vesting date.

The option shall vest and become exercisable with respect to one-sixteenth of the total number of shares subject to the option on a

- (8) quarterly basis (every three months) from August 28, 2017, subject to the reporting person's Continuous Service, as that term is defined in the Plan, as of each such vesting date.

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Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

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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