

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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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 *
Alta Partners VIII, L.P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/05/2014

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

C/O ALTA PARTNERS,, ONE
EMBARCADERO CENTER, 37TH
FLOOR

(Street)

4. 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

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/05/2014		C ⁽¹⁾		967,741	A	\$ 0	967,741	I	Direct and Indirect - See Footnote (2)
Common Stock	02/05/2014		C ⁽¹⁾		1,354,838	A	\$ 0	2,322,579	I	Direct and Indirect - See Footnote (2)
	02/05/2014		C ⁽¹⁾		314,516	A	\$ 0	2,637,095	I	

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Common Stock								Direct and Indirect - See Footnote (2)	
Common Stock	02/05/2014		C ⁽¹⁾	780,757 (3)	A	\$ 0	3,417,852	I	Direct and Indirect - See Footnote (2)
Common Stock	02/05/2014		P ⁽⁴⁾	472,410	A	\$ 7	3,890,262	I	Direct and Indirect - See Footnote (2)

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 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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A Preferred Stock	(1)	02/05/2014		C	6,000,000	(1) (1)	Common Stock 967,741
Series B Preferred Stock	(1)	02/05/2014		C	8,400,000	(1) (1)	Common Stock 1,354,83
Series B-1 Preferred	(1)	02/05/2014		C	1,950,000	(1) (1)	Common Stock 314,516

Stock

Series C Preferred Stock	(1)	02/05/2014	C	4,840,686	(1)	(1)	Common Stock	780,757 (3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alta Partners VIII, L.P. C/O ALTA PARTNERS, ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111		X		
Alta Partners Management VIII, LLC C/O ALTA PARTNERS, ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111		X		
CHAMPSI FARAH C/O ALTA PARTNERS, ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111	X	X		
JANNEY DANIEL C/O ALTA PARTNERS, ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111		X		
NOHRA GUY P C/O ALTA PARTNERS, ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111		X		

Signatures

/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

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

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

<u>**Signature of Reporting Person</u>	Date
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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 Alta Partners VIII, L.P. ("APVIII"). Alta Partners Management VIII, LLC ("APMVIII") is the general partner of APVIII. Guy Nohra, Daniel Janney and Farah Champsi are managing directors of APMVIII and exercise shared voting and investment power with respect to the shares owned by APVIII. Each of the reporting persons disclaims beneficial ownership of such securities, except to the extent of his, her or its proportionate pecuniary interest therein. Ms. Champsi is also a director of the issuer.

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

(4) These shares were purchased by APVIII.

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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