

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 *
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 Indirect or Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
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.

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SEC 1474 (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
Series A Preferred Stock	<u>(1)</u>	02/05/2014		C	6,000,000	<u>(1)</u> <u>(1)</u>	Common Stock 9
Series B Preferred Stock	<u>(1)</u>	02/05/2014		C	8,400,000	<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	550,000	<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
__Signature of Reporting Person	Date
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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) Terrance G. McGuire, a director of the issuer, and Jonathan Flint are managing members of Polaris Venture Management Co. V, L.L.C. ("Polaris V"), which is the sole general partner of each of Polaris Venture Partners V, L.P. ("PVP V"), Polaris Venture Partners Entrepreneurs' Fund V, L.P. ("Entrepreneurs' V"), Polaris Venture Partners Founders' Fund V, L.P. ("Founders' V") and Polaris Venture Partners Special Founders' Fund V, L.P. ("Special Founders' V") (collectively, the "Polaris Funds") and may be deemed to beneficially own the shares held by the Polaris Funds. Each of Mr. McGuire, Mr. Flint and Polaris V disclaim beneficial ownership of these securities and this report shall not be deemed an admission that it is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.

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

(4) Consists of (i) 455,844 shares of common stock purchased by PVP V, (ii) 8,883 shares of common stock purchased by Entrepreneurs' V, (iii) 3,121 shares of common stock purchased by Founders' V, and (iv) 4,557 shares of common stock purchased by Special Founders' V.

(5) Consists of (i) 3,678,030 shares held by PVP V, (ii) 71,682 shares held by Entrepreneurs' V, (iii) 25,192 shares held by Founders' V, and (iv) 36,778 shares held by Special Founders' V.

(6) Immediately exercisable.

(7) The warrant expires upon an initial public offering of the issuer's common stock.

(8) PVP V owned warrants to purchase 530,713 shares of Series B-1 Preferred Stock; Entrepreneurs' V owned warrants to purchase 10,343 shares of Series B-1 Preferred Stock; Founders' V owned warrants to purchase 3,636 shares of Series B-1 Preferred Stock; and Special Founders' V owned warrants to purchase 5,308 shares of Series B-1 Preferred Stock.

(9) On February 5, 2014, the Polaris Funds exercised warrants to purchase 550,000 shares of the issuers Series B-1 Preferred stock for \$1.00 per share. The Polaris Funds paid the exercise price on a cashless basis, resulting in the issuer's withholding of 487,132 shares of the Series B-1 Preferred Stock to pay the exercise price and issuing to the Polaris Funds the remaining 62,868 shares of Series B-1 Preferred Stock.

(10) The sale price of the Series B-1 Preferred Stock was \$1.129 per share (or \$7.00 divided by 6.2) which was the per share fair market value of the Series B-1 Preferred Stock on the date of the sale.

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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