

TREVENA INC  
Form S-8  
January 23, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**TREVENA, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**26-1469215**  
(I.R.S. Employer  
Identification No.)

**Trevena, Inc.**

**1018 West 8th Avenue, Suite A**

**King of Prussia, Pennsylvania 19406**

(Address of Principal Executive Offices) (Zip Code)

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**2013 Equity Incentive Plan**

(Full title of the plan)

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**Maxine Gowen, Ph.D.**

**President and Chief Executive Officer**

**Trevena, Inc.**

**1018 West 8th Street Avenue, Suite A**

**King of Prussia, Pennsylvania 19406**

(Name, and Address of Agent For Service)

**(610) 354-8840**

(Telephone number, including area code, of agent for service)

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**Copies to:**

**Brent B. Siler, Esq.**  
**Derek O. Colla, Esq.**  
Cooley LLP  
11951 Freedom Drive  
Reston, Virginia 20190  
Telephone: (703) 456-8000  
Fax: (703) 456-8100

**John M. Limongelli**  
Sr. Vice President, General Counsel and Corporate Secretary  
Trevena, Inc.  
1018 West 8th Avenue, Suite A  
King of Prussia, PA 19406  
(610) 354-8840

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.:

Large accelerated filer

Accelerated filer

Non-Accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed		Amount of Registration Fee
		Maximum Offering Price per Share (2)	Maximum Aggregate Offering Price (2)	
Common Stock, par value \$0.001 per share	1,569,646 shares	\$ 5.95	\$ 9,339,393.70	\$ 1,085.24

(1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the *Securities Act*), this Registration Statement shall also cover any additional shares of Registrant's Common Stock that become issuable under the Registrant's 2013 Equity Incentive Plan, as amended (the *2013 EIP*) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Registrant's Common Stock.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) promulgated under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are calculated using the average of the high and low prices of the Registrant's Common Stock as reported on the NASDAQ Global Select Market on January 20, 2015.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,569,646 shares of the Registrant's Common Stock to be issued pursuant to the annual automatic increase provision set forth in Section 3(a) of the Registrant's 2013 Equity Incentive Plan, as amended.

**INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8**

The contents of the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission on February 4, 2014 (File No. 333-191735) and May 14, 2014 (File No. 333-195957) are incorporated by reference herein.

**EXHIBITS**

**Exhibit  
Number**

- |       |  |
|-------|--|
| 3.1   | Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on February 5, 2014)  |
| 3.2   | Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed with the SEC on February 5, 2014)  |
| 4.1   | Specimen stock certificate evidencing shares of Common Stock of the Registrant (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-191643), originally filed with the SEC on October 9, 2013) |
| 5.1#  | Opinion of Cooley LLP  |
| 23.1# | Consent of Independent Registered Public Accounting Firm   |
| 23.2# | Consent of Cooley LLP (included in Exhibit 5.1)  |
| 24.1# | Power of Attorney (included on the signature page of this Form S-8)  |
| 99.1  | 2013 Equity Incentive Plan, as amended (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8, filed with the SEC on May 14, 2014)  |

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# Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of King of Prussia, Commonwealth of Pennsylvania, on January 23, 2015.

**TREVENA, INC.**

By:

/s/ John M. Limongelli  
John M. Limongelli  
Sr. Vice President, General Counsel & Corporate  
Secretary

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints **MAXINE GOWEN, PH.D.** and **JOHN M. LIMONGELLI**, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Maxine Gowen, Ph.D. Maxine Gowen, Ph.D.	President, Chief Executive Officer and Director ( <i>Principal Executive Officer</i> )	January 23, 2015
/s/ Roberto Cuca Roberto Cuca	Sr. Vice President and Chief Financial Officer ( <i>Principal Financial and Accounting Officer</i> )	January 23, 2015
/s/ Leon O. Moulder, Jr. Leon O. Moulder, Jr.	Chairman of the Board of Directors	January 23, 2015
/s/ Michael R. Dougherty Michael R. Dougherty	Director	January 23, 2015
/s/ Adam M. Koppel, M.D., Ph.D. Adam M. Koppel, M.D., Ph.D.	Director	January 23, 2015
/s/ Julie H. McHugh Julie H. McHugh	Director	January 23, 2015
/s/ Francois Nader, M.D. Francois Nader, M.D.	Director	January 23, 2015
/s/ Jake R. Nunn Jake R. Nunn	Director	January 23, 2015
/s/ Anne M. Phillips, M.D. Anne M. Phillips, M.D.	Director	January 23, 2015
/s/ Barbara Yanni Barbara Yanni	Director	January 23, 2015

**EXHIBIT INDEX**

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