

Geoghegan David
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 * ^ Geoghegan David (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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Sr. VP, Operations</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>
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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	0	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 <u>(1)</u>	09/30/2025	Common Stock	65,000	\$ 10.35	D	Â
Employee Stock Option (Right to Buy)	Â <u>(2)</u>	03/03/2026	Common Stock	35,000	\$ 8.82	D	Â
Employee Stock Option (Right to Buy)	Â <u>(3)</u>	01/06/2027	Common Stock	20,000	\$ 6.61	D	Â
Employee Stock Option (Right to Buy)	Â <u>(4)</u>	03/02/2027	Common Stock	48,000	\$ 4.13	D	Â
Employee Stock Option (Right to Buy)	Â <u>(5)</u>	04/17/2027	Common Stock	5,000	\$ 3.38	D	Â
Employee Stock Option (Right to Buy)	Â <u>(6)</u>	08/28/2027	Common Stock	35,000	\$ 2.37	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Geoghegan David C/O TREVENA, INC. 955 CHESTERBROOK BOULEVARD, SUITE 200 CHESTERBROOK, PA 19087	Â	Â	Â Sr. VP, Operations	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).

- The option shall vest and become exercisable in 4 equal annual installments beginning on September 30, 2016, subject to the reporting person providing Continuous Service (as defined in the Trevena, Inc. 2013 Equity Incentive Plan, as amended (the "Plan")), as of each such vesting date.
- (1) The option shall vest and become exercisable in 4 equal annual installments beginning on September 30, 2016, subject to the reporting person providing Continuous Service, as that term is defined in the Plan, as of each such vesting date.
 - (2) 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.
 - (3) 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.
 - (4) 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.
 - (5) The option shall vest and become exercisable in 4 equal annual installments beginning on April 17, 2018, subject to the reporting person providing Continuous Service, as that term is defined in the Plan, as of each such vesting date.

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- The option shall vest and become exercisable with respect to one-sixteenth of the total number of shares subject to the option on a
- (6) 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:

ExhibitÂ ListÂ -Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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