

NEA Partners 12, Limited Partnership  
 Form 3  
 January 30, 2014

**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)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement		3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â New Enterprise Associates 12, Limited Partnership			(Month/Day/Year)		TREVENA INC [TRVN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)	
1954 GREENSPRING DRIVE,Â SUITE 600			(Check all applicable)			
(Street)			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line)	
TIMONIUM,Â MDÂ 21093					<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City)	(State)	(Zip)				

**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)
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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 Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable    Expiration Date	Title    Amount or Number of			

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				Shares		or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	967,741 (1)	\$ (1)	D (2)	Â
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	1,354,838 (1)	\$ (1)	D (2)	Â
Series B-1 Preferred Stock	Â (1)	Â (1)	Common Stock	225,806	\$ (1)	D (2)	Â
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	780,755	\$ (1)	D (2)	Â
Series B-1 Warrants	Â (3)	Â (3)	Common Stock	10,137 (4)	\$ 1	D (2)	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
New Enterprise Associates 12, Limited Partnership 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM,Â MDÂ 21093	Â	Â X	Â	Â
NEA Partners 12, Limited Partnership 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM,Â MDÂ 21093	Â	Â X	Â	Â
NEA 12 GP, LLC 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM,Â MDÂ 21093	Â	Â X	Â	Â
BARRETT M JAMES 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM,Â MDÂ 21093	Â	Â X	Â	Â
BARRIS PETER J 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM,Â MDÂ 21093	Â	Â X	Â	Â
BASKETT FOREST 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM,Â MDÂ 21093	Â	Â X	Â	Â
DRANT RYAN D 1954 GREENSPRING DRIVE	Â	Â X	Â	Â

SUITE 600  
TIMONIUM, MD 21093

KERINS PATRICK J  
1954 GREENSPRING DRIVE  
SUITE 600  
TIMONIUM, MD 21093

^ ^ X ^ ^

KOLLURI KRISHNA KITTU  
1954 GREENSPRING DRIVE  
SUITE 600  
TIMONIUM, MD 21093

^ ^ X ^ ^

SANDELL SCOTT D  
1954 GREENSPRING DRIVE  
SUITE 600  
TIMONIUM, MD 21093

^ ^ X ^ ^

## Signatures

/s/ Sasha Keough,  
attorney-in-fact

01/30/2014

\*\*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 prior to closing of the Issuer's initial public offering, the preferred stock held by the reporting persons will automatically convert into common stock on a 6.2 to 1 basis.  
  
The shares are directly held by New Enterprise Associates 12, Limited Partnership ("NEA 12") and indirectly held by NEA Partners 12, Limited Partnership ("NEA Partners 12"), the sole general partner of NEA 12, NEA 12 GP, LLC ("NEA 12 GP"), the sole general partner of NEA Partners 12, and the individual managers of NEA 12 GP (NEA Partners 12, NEA 12 GP and the individual managers of NEA 12 GP together, the "NEA 12 Indirect Reporting Persons"). The individual managers of NEA 12 GP are M. James Barrett, Peter J. Barris, Forest Baskett, Ryan D. Drant, Patrick J. Kerins, Krishna "Kittu" Kolluri, and Scott D. Sandell. The NEA 12 Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 12 shares in which the NEA 12 Indirect Reporting Persons have no pecuniary interest.
  - (3) In accordance with their terms, the Series B-1 Warrants (the "Warrants") will be net exercised immediately prior to closing of the Issuer's initial public offering.
  - (4) Assumes the net exercise of the Warrants immediately prior to the Issuer's initial public offering and assumes an initial public offering price of \$7.00 per share.

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.