

TREVENA INC
Form 4
December 10, 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.

(Last) (First) (Middle)

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

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2014

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	12/10/2014		P ⁽¹⁾	500,000 A \$ 4	4,390,262	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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SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

12/10/2014

<u> </u> **Signature of Reporting Person	Date
Derek Colla, Attorney-in-Fact	12/10/2014
<u> </u> **Signature of Reporting Person	Date
Derek Colla, Attorney-in-Fact	12/10/2014
<u> </u> **Signature of Reporting Person	Date
Derek Colla, Attorney-in-Fact	12/10/2014
<u> </u> **Signature of Reporting Person	Date
Derek Colla, Attorney-in-Fact	12/10/2014
<u> </u> **Signature of Reporting Person	Date
Derek Colla, Attorney-in-Fact	12/10/2014

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) These shares were purchased by Alta Partners VIII, L.P. ("APVIII").

The securities are held of record by APVIII. Alta Partners Management VIII, LLC ("APMVIII") is the general partner of APVIII. Guy

(2) Nohra, Daniel Janney and Farah Champsy 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. Champsy is also a director of the issuer.

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.