

TREVENA INC
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 *

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. Date of Event Requiring
Statement

(Month/Day/Year)

01/30/2014

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

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (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 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

Alta

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)	
Series A Preferred Stock	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	967,741 ⁽¹⁾	\$ ⁽¹⁾	I	Direct and Indirect - See footnotes ⁽²⁾ ⁽³⁾
Series B Preferred Stock	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	1,354,838 ⁽¹⁾	\$ ⁽¹⁾	I	Direct and Indirect - See footnotes ⁽²⁾ ⁽⁴⁾
Series B-1 Preferred Stock	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	314,516 ⁽¹⁾	\$ ⁽¹⁾	I	Direct and Indirect - See footnotes ⁽²⁾ ⁽⁵⁾
Series C Preferred Stock	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	780,755 ⁽¹⁾	\$ ⁽¹⁾	I	Direct and Indirect - See footnotes ⁽²⁾ ⁽⁶⁾

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	Â	Â X	Â	Â
Alta Partners Management VIII, LLC C/O ALTA PARTNERS, ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
CHAMPSI FARAH C/O ALTA PARTNERS, ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111	Â X	Â X	Â	Â
NOHRA GUY P C/O ALTA PARTNERS, ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
JANNEY DANIEL C/O ALTA PARTNERS, ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111	Â	Â X	Â	Â

Signatures

/s/Derek Colla,
Attorney-in-Fact 01/30/2014

__Signature of Reporting Person Date

Derek Colla,
Attorney-in-Fact 01/30/2014

__Signature of Reporting Person Date

Derek Colla,
Attorney-in-Fact 01/30/2014

__Signature of Reporting Person Date

Derek Colla,
Attorney-in-Fact 01/30/2014

__Signature of Reporting Person Date

Derek Colla,
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.

- (2) The securities are held of record by Alta Partners VIII, L.P. ("APVIII"). Alta Partners Management VIII, LLC ("APMVIII") is the general partner of APVIII. Guy Nohra, Daniel Janney and Farah Champs 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. Champs is also a director of the issuer.

- (3) APVIII holds an aggregate of 6,000,000 shares of Series A Preferred Stock which is convertible into 967,741 shares of Common Stock.

- (4) APVIII holds an aggregate of 8,400,000 shares of Series B Preferred Stock which is convertible into 1,354,838 shares of Common Stock.

- (5) APVIII holds an aggregate of 1,950,000 shares of Series B-1 Preferred Stock which is convertible into 314,516 shares of Common Stock.

- (6) APVIII holds an aggregate of 4,840,686 shares of Series C Preferred Stock which is convertible into 780,755 shares of Common Stock.

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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