

TREVENA INC  
Form 4  
February 27, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOWEN MAXINE**

(Last) (First) (Middle)

**C/O TREVENA, INC., 1018 WEST  
8TH AVENUE, SUITE A**

(Street)

**KING OF PRUSSIA, PA 19406**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**TREVENA INC [TRVN]**

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

**02/23/2017**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

**President & CEO**

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/23/2017		M	V Amount (A) or (D) Price 110,403 A \$ 0.682	126,903	D	
Common Stock					154,000	I	By Spouse <sup>(1)</sup>
Common Stock					139,109	I	By Trust <sup>(2)</sup>

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

number.

**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 0.682	02/23/2017		M		4,074		<u>(3)</u>	06/23/2021	Common Stock	4,074
Employee Stock Option (Right to Buy)	\$ 0.682	02/23/2017		M		106,329		<u>(3)</u>	09/10/2020	Common Stock	106,329

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOWEN MAXINE C/O TREVENA, INC. 1018 WEST 8TH AVENUE, SUITE A KING OF PRUSSIA, PA 19406	X		President & CEO	

## Signatures

/s/John Limongelli,  
Attorney-in-Fact

02/27/2017

\*\*Signature of Reporting Person

Date

## 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).

- These shares are held directly by the reporting person's spouse. The reporting person disclaims beneficial ownership of the shares held by
- (1) her spouse, and this report should not be deemed an admission that the reporting person is the beneficial owner of her spouse's shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
  - (2) These shares are held by the Brian MacDonald Irrevocable Trust. The reporting person's spouse is the beneficiary and the Trustee of the Brian MacDonald Irrevocable Trust. The reporting person disclaims beneficial ownership of the shares held by the Brian MacDonald Irrevocable Trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of her children's

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shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(3) Immediately exercisable.

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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