

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)

| | | | | | |
|--|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Alta Partners VIII, L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O ALTA PARTNERS,, ONE EMBARCADERO CENTER, 37TH FLOOR</p> <p>(Street)</p> <p>SAN FRANCISCO, CA 94111</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/30/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TREVENA INC [TRVN]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|---|

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) | |
|----------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| 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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