

Demitrack Mark
Form 4
December 07, 2018

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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Demitrack Mark

(Last) (First) (Middle)

C/O TREVENA, INC., 955
CHESTERBROOK BLVD., SUITE
200

(Street)

CHESTERBROOK, PA 19087

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Sr VP & Chief Medical Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/06/2018		A		125,000 (1)	A	\$ 0 125,000 D

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

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 or Number of Shares
Stock Option (Right to Buy)	\$ 0.65	12/06/2018		A		125,000		<u>(2)</u>	12/06/2028	Common Stock	125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Demitrack Mark C/O TREVENA, INC. 955 CHESTERBROOK BLVD., SUITE 200 CHESTERBROOK, PA 19087			Sr VP & Chief Medical Officer	

Signatures

/s/ John Limongelli,
Attorney-in-Fact

****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 represented by restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of common stock of the Issuer. Of the shares underlying the RSU, 25% of the total number of shares subject to the RSU shall vest on June 1, 2019,

- (1) 25% of the total number of shares subject to the RSU shall vest on December 1, 2019 and 50% of the total number of shares subject to the RSU shall vest on December 6, 2020, until such time as the RSU is vested with respect to all the shares subject to the RSU, subject to the Reporting Person's Continuous Service (as defined in the 2013 Equity Incentive Plan, as amended) as of each such vesting date.

The option shall vest and become exercisable with respect to 25% of the total number of shares subject to the option on June 1, 2019,

- (2) 25% of the total number of shares subject to the option on December 1, 2019 and 50% of the total number of shares subject to the option on December 6, 2020, until such time as the option is vested with respect to all the shares subject to the option, subject to the Reporting Person's Continuous Service (as defined in the 2013 Equity Incentive Plan, as amended) as of each such vesting date.

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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