

Demitrack Mark
Form 4
December 07, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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

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

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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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.65	12/06/2018		A	125,000	(2) 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, 12/07/2018
 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.
 - (2) 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, 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. 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.