

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 27, 2014**

**TREVENA, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**001-36193**  
(Commission  
File No.)

**26-1469215**  
(IRS Employer  
Identification No.)

**1018 West 8th Avenue, Suite A  
King of Prussia, PA 19406**  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(610) 354-8840**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

(b) On June 27, 2014, David F. Solomon and Terrance G. McGuire each provided Trevena, Inc. (the "Company") with notice of his intention to resign from the Board of Directors of the Company (the "Board"), effective as of July 1, 2014. At the time of these resignations, Mr. Solomon was serving on the Compensation Committee and the Nominating and Corporate Governance Committee of the Board and Mr. McGuire was serving on the Nominating and Corporate Governance Committee. Each of Mr. Solomon and Mr. McGuire indicated in his respective letter to the Company that his decision to resign was based solely on personal reasons, and not due to any disagreement with the Company or concerns relating to the Company's operations, policies or practices.

(d) On July 1, 2014, the Board appointed Julie H. McHugh and Barbara Yanni as independent members of the Board, effective as of the same date. Ms. McHugh is expected to serve as a director until the expiration of her term as a Class II director at the Company's 2015 annual meeting of stockholders and also will serve on the Nominating and Corporate Governance Committee of the Board. Ms. Yanni is expected to serve as a director until the expiration of her term as a Class I director at the Company's 2017 annual meeting of stockholders and also will serve on the Compensation Committee of the Board.

Ms. McHugh and Ms. Yanni will participate in Trevena's non-employee director compensation program, as described on pages 47 through 48 of Trevena's proxy statement for the 2014 annual meeting of stockholders filed with the Securities and Exchange Commission (the "SEC") on April 11, 2014. A description of the non-employee director compensation program also is contained within Exhibit 10.1, as filed herewith and incorporated in this Item 5.02(d) by reference.

A copy of the Company's press release announcing the appointment of Ms. McHugh and Ms. Yanni to the Board is attached to this report as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

- (a) Financial Statements of Business Acquired: Not applicable
- (b) Pro Forma Financial Information: Not applicable
- (c) Exhibits

<u>Number</u>	<u>Description</u>
10.1+	Non-Employee Director Compensation Plan
99.1	Press Release dated July 1, 2014

+ Indicates management contract or compensatory plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TREVENA, INC.

Date: July 1, 2014

By: /s/ John M. Limongelli  
 John M. Limongelli  
 Sr. Vice President, General Counsel & Corporate Secretary

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
10.1	Non-Employee Director Compensation Plan
99.1	Press Release dated July 1, 2014

**TREVENA, INC.**  
**NON-EMPLOYEE DIRECTOR COMPENSATION POLICY**

Effective as of January 31, 2014 (the “*Effective Date*”), each member of the Board of Directors (the “*Board*”) who is not also serving as an employee of Trevena, Inc. (the “*Company*”) or any of its subsidiaries (each such member, an “*Eligible Director*”) will receive the compensation described in this Non-Employee Director Compensation Policy for his or her Board service. This policy may be amended at any time in the sole discretion of the Board or the Compensation Committee of the Board.

**Annual Cash Compensation**

The annual cash compensation amount set forth below is payable in equal quarterly installments, payable in arrears on the last day of each fiscal quarter in which the service occurred. If an Eligible Director joins the Board or a committee of the Board at a time other than effective as of the first day of a fiscal quarter, each annual retainer set forth below will be pro-rated based on days served in the applicable fiscal year, with the pro-rated amount paid for the first fiscal quarter in which the Eligible Director provides the service, and regular full quarterly payments thereafter. All annual cash fees are vested upon payment.

1. Annual Board Service Retainer:
  - a. All Eligible Directors: \$30,000
  - b. Chairman of the Board Service Retainer (in addition to Eligible Director Service Retainer): \$30,000
2. Annual Committee Member Service Retainer:
  - a. Member of the Audit Committee: \$7,500
  - b. Member of the Compensation Committee: \$5,000
  - c. Member of the Nominating & Governance Committee: \$3,500
3. Annual Committee Chair Service Retainer (in lieu of Committee Member Service Retainer)
  - a. Chairman of the Audit Committee: \$15,000
  - b. Chairman of the Compensation Committee: \$10,000
  - c. Chairman of the Nominating & Governance Committee: \$7,000

**Equity Compensation**

The equity compensation set forth below will be granted under the Trevena, Inc. 2013 Equity Incentive Plan (the “*Plan*”). All stock options granted under this policy will be nonstatutory stock options, with an exercise price per share equal to 100% of the Fair Market Value (as defined in the Plan) of the underlying common stock of the Company on the date of grant, and a term of ten years from the date of grant (subject to earlier termination in connection with a termination of service as provided in the Plan).

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1. Initial Grant: On the date of an Eligible Director’s initial election or appointment to the Board following the Effective Date (or, if such date of election or appointment is not a market trading day, the first market trading day thereafter), the Eligible Director will be automatically, and without further action by the Board or Compensation Committee of the Board, granted a stock option for 17,741 shares, subject to appropriate adjustment for any future stock split, stock dividend, reverse stock split, stock combination or other change in the capitalization of the Company. Commencing on the first date that is three months after the date of grant, the shares subject to each stock option will vest in a series of 12 equal quarterly installments, such that the option is fully vested on the third anniversary of the date of grant, subject to the Eligible Director’s Continuous Service (as defined in the Plan) through each such vesting date.
2. Annual Grant: On the date of each Company’s annual stockholder meeting held after the Effective Date, each Eligible Director who continues to serve as a non-employee member of the Board immediately therefore will be automatically, and without further action by the Board or Compensation Committee of the Board, granted a stock option for 8,870 shares, subject to appropriate adjustment for any future stock split, stock dividend, reverse stock split, stock combination or other change in the capitalization of the Company. The shares subject to the stock option will vest one day prior to the next annual stockholders’ meeting held after the date of grant, subject to the Eligible Director’s Continuous Service (as defined in the Plan) through such vesting date.

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### Trevena Appoints Julie H. McHugh and Barbara Yanni to the Board of Directors

**KING OF PRUSSIA, PA, July 1, 2014** — Trevena, Inc. (NASDAQ: TRVN), a clinical stage biopharmaceutical company focused on the discovery and development of G protein coupled receptor (GPCR) biased ligands, today announced that Julie H. McHugh, former chief operating officer at Endo Health Solutions, and Barbara Yanni, former chief licensing officer at Merck & Co., have joined Trevena's Board of Directors. The two directors replace Terrance G. McGuire and David F. Solomon who are stepping down from the Board following the Company's recent initial public offering.

"Julie's breadth and depth of operational and commercial experience, which includes leadership positions at both large specialty pharmaceutical and emerging biopharmaceutical companies, will be a tremendous asset to Trevena as our programs mature," said Maxine Gowen, Ph.D., chief executive officer. "Barbara's rich experience in corporate development and finance, including her 12-year leadership of Merck's corporate licensing group, will add a valuable dimension to our Board. At the same time, we thank Terry for his vision in funding Trevena from its inception, and David for his meaningful contributions over the past year, which have helped us progress from a privately held company to a publicly-traded business with active development efforts underway for three promising clinical programs."

"Trevena has rapidly translated its novel biased ligand platform into a portfolio of differentiated candidates, each of which represents a significant commercial opportunity and addresses an unmet need in the marketplace," stated Ms. McHugh. "It is an exciting time in the Company's evolution, and I look forward to working with the Board to advance the Company's efforts to deliver the next generation of GPCR targeted medicines."

"I am extremely impressed by Trevena's management team, the molecules they are developing, the thoughtful clinical development program in place for each candidate, and the data emerging from these high-value programs," said Ms. Yanni. "I look forward to contributing my perspective to help the company advance its new therapies to treat acute heart failure and pain."

Ms. McHugh has over 28 years of experience in the drug development industry, and most recently served as chief operating officer at Endo Health Solutions Inc. from 2010 to 2013, where she was responsible for the specialty pharmaceuticals and generics business units and led strategic planning for the company. Prior to this, she served as chief executive officer of Nora Therapeutics, Inc., a private biotech company focused on developing novel therapies for the treatment of infertility disorders. From 2006 to 2008, she served as company group chairman for Johnson & Johnson's worldwide virology business unit, where she oversaw the launches of Prezista® (darunavir) and Intelence® (etravirine). From 2004 to 2006 she was president of Centocor, Inc., a J&J subsidiary, where she oversaw the development and launch of Remicade® (infliximab). Ms. McHugh currently serves on the board of directors for Ironwood Pharmaceuticals and Xellia Pharmaceuticals, Inc., and previously served as a director for ViroPharma Incorporated. Ms. McHugh received her Masters of Business Administration degree from St. Joseph's University and her Bachelor of Science degree from Pennsylvania State University.

Ms. Yanni had a 28-year career at Merck & Co., Inc., where she was vice president and chief licensing officer before her retirement in March 2014. For 12 years, she led Merck's Corporate Licensing group, successfully structuring and negotiating agreements to acquire rights to over one hundred compounds,

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programs, and technologies to enhance Merck's pipeline. Prior to this, Ms. Yanni served in various roles including in corporate development, financial evaluation, and tax. Ms. Yanni has a J.D. from Stanford Law School and an A.B. from Wellesley College. She also holds a Masters of Law in Taxation from New York University.

#### About Trevena

Trevena, Inc. is a clinical stage biopharmaceutical company that discovers, develops and intends to commercialize therapeutics that use a novel approach to target G protein coupled receptors, or GPCRs. Using its proprietary product platform, Trevena has identified and advanced three differentiated biased ligand product candidates into the clinic — TRV027 to treat acute heart failure, TRV130 to treat moderate-to-severe acute pain intravenously, and TRV734 to treat moderate-to-severe acute and chronic pain orally. Trevena also is advancing additional product candidates in its portfolio, including a preclinical program focused on central nervous system indications.

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