# 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): September 15, 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-I		

- ☐ 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 September 15, 2014, Christopher K. Mirabelli, Ph.D., provided Trevena, Inc. (the "Company") with notice of his intention to resign from the Board of Directors of the Company (the "Board"), effective as September 17, 2014. At the time of these resignations, Dr. Mirabelli was serving on the Compensation Committee of the Board. Dr. Mirabelli indicated in his 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 September 17, 2014, the Board appointed Adam M. Koppel, M.D., Ph.D., as an independent member of the Board, effective as of the same date. Dr. Koppel is expected to serve as a director until the expiration of his term as a Class I director at the Company's 2017 annual meeting of stockholders and also will serve on the Audit Committee of the Board.

Dr. Koppel 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 referenced below and incorporated in this Item 5.02(d) by reference.

A copy of the Company's press release announcing the appointment of Dr. Koppel to the Board is attached to this report as Exhibit 99.2.

#### Item 8.01 Other Events.

On September 16, 2014, the Company issued a press release announcing that the U.S. Patent and Trademark Office has granted U.S. Patent No. 8,835,488 covering TRV130. A copy of the press release is furnished hereto as Exhibit 99.1 and incorporated herein by reference.

# Item 9.01. <u>Financial Statements and Exhibits</u>

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

Number	Description
10.1+	Non-Employee Director Compensation Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K as previously filed with the SEC on July 1, 2014).
99.1*	Press release dated September 16, 2014
99.2*	Press release dated September 18, 2014.

- \* Filed herewith.
- + Indicates management contract or compensatory plan.

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# **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: September 18, 2014 By: /s/ John M. Limongelli

John M. Limongelli

Sr. Vice President, General Counsel & Corporate Secretary

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# EXHIBIT INDEX

Description				
Press release dated September 16, 2014.				
Press release dated September 18, 2014.				
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		Press release dated September 16, 2014.		



### Trevena Granted Key U.S. Composition of Matter Patent for TRV130 Expansion of Intellectual Property Estate Strengthens Pain Program

KING OF PRUSSIA, Pa., September 16, 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 the U.S. Patent and Trademark Office (USPTO) has granted U.S. Patent No. 8,835,488, "Opioid receptor ligands and methods of using and making same." The patent covers TRV130, compositions comprising TRV130, and methods of using TRV130 and is expected to provide patent coverage for TRV130 until at least 2032. Trevena currently is testing TRV130 for the treatment of postoperative pain in a Phase 2a/b clinical trial.

"This patent provides a solid foundation in the United States for the long-term protection of both the TRV130 molecule and its use in treating pain," said Maxine Gowen, Ph.D., chief executive officer. "With pending patent applications directed to TRV130 in key international markets and this newly issued US patent, we believe we are on track to establish a comprehensive global patent portfolio for this key asset."

#### **About TRV130 and Acute Pain**

Trevena anticipates that the initial market opportunity for TRV130 will be in the acute care hospital setting, with a focus on postoperative pain. Dosing of mu-opioid agonists, the most effective class of analgesics currently available, is limited by severe side effects such as respiratory depression, nausea and vomiting, constipation, and postoperative ileus, with the result that approximately 40% of surgical patients report moderate or severe pain while in the hospital despite the use of analgesics. Trevena believes that TRV130 may offer improved analgesia with reduced incidence and severity of these on-target adverse effects, which could help ease the suffering and burden of care for post-surgical pain, as well as the estimated \$5 billion annual financial impact of opioid-related adverse effects in US hospitals.

TRV130 is a biased ligand targeting the mu-opioid receptor, the molecular target of analgesics such as fentanyl and morphine. Like these drugs, in preclinical studies TRV130 activates the mu-opioid G protein pathway, which is associated with analgesia; unlike these drugs, TRV130 inhibits the beta-arrestin pathway, the activation of which is associated with respiratory depression and constipation. In an experimental medicine study in healthy volunteers, published in the journal *Pain* in June 2014, TRV130 elicited superior analgesia, less respiratory depression, less vomiting, and less severe nausea than morphine. Earlier clinical and preclinical data were published in the *Journal of Clinical Pharmacology* and the *Journal of Pharmacology* and *Experimental Therapeutics*.

#### 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.

# **Cautionary Note on Forward Looking Statements**

Any statements in this press release about future expectations, plans and prospects for the Company, including statements about the Company's strategy, future operations, clinical development of its therapeutic candidates, plans for potential future product candidates and other statements containing the words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "predict," "project," "suggest," "target," "potential," "will," "would," "could," "should," "continue," and similar expressions, constitute forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: uncertainties related to the Company's intellectual property, including the strength, extent of coverage and enforceability of the TRV130 patent portfolio and whether pending patents related to TRV130 will issue; the status, timing, costs, results and interpretation of the Company's clinical trials; the uncertainties inherent in conducting clinical trials; whether interim results from a clinical trial will be predictive of the final results of the trial or results of early clinical trials will be indicative of the results of future trials, including the experimental medicine study of TRV130 noted above; expectations for regulatory approvals; availability of funding sufficient for the Company's foreseeable and unforeseeable operating expenses and capital expenditure requirements; other matters that could affect the availability or commercial potential of the Company's therapeutic candidates, including whether TRV130 may offer improved analgesia with reduced incidence and severity of adverse events; and other factors discussed in the Risk Factors set forth in the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission (SEC) and in other filings the Company makes with the SEC from time to tim

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#### Trevena Appoints Adam M. Koppel to the Board of Directors

KING OF PRUSSIA, PA, September 18, 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 Adam M. Koppel, M.D., Ph.D. has joined Trevena's Board of Directors. Dr. Koppel replaces Christopher Mirabelli, Ph.D., managing director at HealthCare Ventures, who is stepping down from the Board following the Company's recent initial public offering.

"Adam's strategic insight, his extensive experience as an investor in public healthcare companies, and his knowledge as a physician and scientist add valuable dimensions to our already strong Board of Directors," said Maxine Gowen, Ph.D., chief executive officer. "He has a strong record of identifying promising opportunities in biopharmaceuticals, and we look forward to the perspectives he will bring to our strategic and operational efforts. We also thank Chris for his support and vision as one of Trevena's founding investors, and his guidance as Trevena and its portfolio have matured."

"Trevena has shown remarkable progress in harnessing groundbreaking science to deliver a portfolio of promising clinical programs, each of which is poised to address important unmet medical needs," said Dr. Koppel. "I look forward to working with the Board to maximize the value the Company aims to deliver from its highly productive drug discovery and development programs."

Dr. Koppel is Senior Vice President and Chief Strategy Officer at Biogen Idec, where he has served since May 2014. Previously, he was a managing director at Brookside Capital, the public equity affiliate of Bain Capital, which he joined in 2003. Prior to Brookside Capital, he was an associate principal of the McKinsey Healthcare Practice. Dr. Koppel holds Bachelor and Master of Arts degrees in History and Science from Harvard College and earned an M.D. and Ph.D. in Molecular Neurobiology from the University of Pennsylvania. He also received an M.B.A. from the University of Pennsylvania's Wharton School. Dr. Koppel also serves on the board of directors of PTC Therapeutics.

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