

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

TREVENA, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

261469215
(I.R.S. Employer
Identification Number)

**1018 West 8th Avenue, Suite A
King of Prussia, PA 19406
(610) 354-8840**

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

John M. Limongelli, Esq.
Senior Vice President, General Counsel and Secretary
Trevena, Inc.

**1018 West 8th Avenue, Suite A
King of Prussia, PA 19406
(610) 354-8840**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Brent B. Siler, Esq.
Derek O. Colla, Esq.
Cooley LLP
One Freedom Square, Reston Town Center
11951 Freedom Drive
Reston, VA 20190-5656
Telephone: (703) 456-8000
Fax: (703) 456-8100

Peter N. Handrinos, Esq.
Michael E. Sullivan, Esq.
Latham & Watkins LLP
John Hancock Tower, 20th Floor
200 Clarendon Street
Boston, MA 02116
Telephone: (617) 948-6000
Fax: (617) 948-6001

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-200386)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum aggregate offering price(1)(2)	Amount of registration fee(3)
Common Stock, \$0.001 par value per share	\$ 5,750,000	\$ 668.15

(1) The Registrant is registering shares with an aggregate offering price of \$5,750,000 pursuant to this Registration Statement, which shares are in addition to the shares registered pursuant to the Form S-1 Registration Statement (Registration No. 333-200386).

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended. Includes the aggregate offering price of shares that the underwriters have the option to purchase. As permitted by Rule 457(o), the number of shares being registered and the proposed maximum offering price per share are not included in this table.

(3) The Registrant certifies to the Securities and Exchange Commission that it has instructed its bank to pay the Commission the filing fee set forth above for the additional securities being registered hereby by wire transfer as soon as practicable (but in any event no later than the close of business on December 5, 2014), that it will not revoke such instructions, and that it has sufficient funds in such account to cover the amount of such filing fee.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed with the Securities and Exchange Commission (the "Commission") with respect to the registration of additional shares of common stock, par value \$0.001 per share, of Trevena, Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto and all information incorporated by reference therein, the Registration Statement on Form S-1 (Registration No. 333-200386), which was declared effective by the Commission on December 4, 2014, and is being filed solely for the purpose of increasing the dollar amount of shares to be offered in the public offering by \$5,750,000, including \$750,000 in aggregate offering price of shares that may be sold pursuant to the underwriters' option to purchase additional shares.

The required opinions and consents are listed on the Exhibit Index attached hereto.

2

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of King of Prussia, State of Pennsylvania, on the 4th day of December 2014.

TREVENA, INC.

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

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>*</u> Maxine Gowen, Ph.D.	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	December 4, 2014
<u>*</u> Roberto Cuca	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	December 4, 2014
<u>*</u> Leon O. Moulder, Jr.	Chairman of the Board of Directors	December 4, 2014
<u>*</u> Farah Champsi	Director	
<u>*</u> Michael R. Dougherty	Director	December 4, 2014
<u>*</u> Adam M. Koppel M.D., Ph.D.	Director	December 4, 2014
<u>*</u> Julie H. McHugh	Director	December 4, 2014
<u>*</u> Francois Nader, M.D.	Director	December 4, 2014
<u>*</u> Jake Nunn	Director	December 4, 2014
<u>*</u> Barbara Gianni	Director	December 4, 2014

*By: /s/ JOHN M. LIMONGELLI
Attorney-in-fact

3

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Document</u>
5.1	Opinion of Cooley LLP.
23.1	Consent of Ernst & Young LLP, an Independent Registered Public Accounting Firm.
23.2	Consent of Cooley LLP. Reference is made to Exhibit 5.1.

(1) Included on the signature page of Registration Statement on Form S-1 (File No. 333-200386), filed with the Securities and Exchange Commission on November 20, 2014, and incorporated herein by reference.



Brent B. Siler
T: +1 703 456 8058
bsiler@cooley.com

December 4, 2014

Trevena, Inc.
1018 West 8th Avenue, Suite A
King of Prussia, PA 19406

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Trevena, Inc., a Delaware corporation (the "**Company**") of a Registration Statement (No. 333-200386) on Form S-1 (the "**Registration Statement**") with the Securities and Exchange Commission, including a related prospectus filed with the Registration Statement (the "**Prospectus**"), covering an underwritten public offering of 12,937,500 shares of common stock (the "**Shares**"), including 1,687,500 shares for which the underwriters have been granted an option to purchase.

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related Prospectus, (b) the Company's Amended and Restated Certificate of Incorporation, as currently in effect, filed as Exhibit 3.1 to the Registration Statement, (c) the Company's Amended and Restated Bylaws, as currently in effect, filed as Exhibit 3.2 to the Registration Statement, and (d) the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies thereof. As to certain factual matters, we have relied upon a certificate of officers of the Company and have not sought to independently verify such matters. Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares have been duly authorized by the Company and, when sold and issued in accordance with the Registration Statement and the related Prospectus, will be validly issued, fully paid and non-assessable.

We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus included in the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

COOLEY LLP

By: /s/ Brent B. Siler
Brent B. Siler

ONE FREEDOM SQUARE, RESTON TOWN CENTER, 11951 FREEDOM DRIVE, RESTON, VA 20190-5656 T: (703) 456-8000 F: (703) 456-8100 WWW.COOLEY.COM

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption "Experts" and to the use of our report dated March 20, 2014 (except for Note 13, as to which the date is November 19, 2014), with respect to the financial statements of Trevena, Inc. included in the Registration Statement (Form S-1 No. 333-200386) and related Prospectus for the registration of its shares of common stock, as incorporated by reference in this Registration Statement (Form S-1) filed with the Securities and Exchange Commission on December 4, 2014 for the registration of its shares of common stock.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania
December 4, 2014
