
**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): **December 16, 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))
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Item 5.02 **Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

(b) On December 16, 2014, Farah Champsi provided Trevena, Inc. (the "Company") with notice of her resignation from the Board of Directors of the Company (the "Board"), effective as December 16, 2014. At the time of her resignation, Ms. Champsi also was serving on the Audit Committee of the Board and as the Chair of the Nominating and Corporate Governance Committee of the Board. Ms. Champsi indicated in her letter to the Company that her 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 December 16, 2014, the Board appointed Anne M. Phillips, M.D., as an independent member of the Board, effective as of the same date. Dr. Phillips 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 Nominating and Corporate Governance Committee of the Board. As a result of Ms. Champsi's departure, the Board also appointed Barbara Yanni to the Audit Committee and named Julie McHugh as the Chair of the Nominating and Corporate Governance Committee.

Dr. Phillips 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. Phillips 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 (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 December 17, 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: December 17, 2014

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

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated December 17, 2014.

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Trevena Appoints Anne M. Phillips to the Board of Directors

KING OF PRUSSIA, PA, December 17, 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 Anne M. Phillips, M.D. has been appointed to Trevena's Board of Directors. Dr. Phillips replaces Farah Chamsi, managing director at Alta Partners, who is stepping down from the Board following the Company's initial public offering earlier this year.

"Anne's rich experience leading late stage clinical development and approval of important novel medicines is a wonderful addition to our Board of Directors," said Maxine Gowen, Ph.D., chief executive officer. "She has demonstrated exceptional leadership in creating value through robust clinical development and we look forward to the perspective she will bring to our programs. We also thank Farah for her invaluable support and guidance as one of Trevena's founding investors."

"Trevena has demonstrated remarkable productivity in translating scientific discoveries into promising product candidates targeting important unmet medical needs," said Dr. Phillips. "I welcome the opportunity to work with the Board of Directors and the management team to maximize the value of Trevena's innovative and promising pipeline."

Dr. Phillips currently is Senior Vice President of Clinical, Medical and Regulatory Affairs at Novo Nordisk Inc., where she has served since 2011. Previously, she served as a Vice President in various positions at GlaxoSmithKline, which she joined in 1998, and prior to this Dr. Phillips was Head of the Infectious Diseases Program and Deputy Physician-in-Chief at Wellesley Central Hospital/St. Michael's Hospital in Toronto. She is a Fellow of The Royal College of Physicians and Surgeons of Canada, earned an MD from the University of Toronto and received a BSc from the University of Western Ontario.

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 is developing four biased ligand product candidates it has identified - TRV027 to treat acute heart failure (Phase 2b), TRV130 to treat moderate to severe acute pain intravenously (Phase 2b), TRV734 to treat moderate to severe acute and chronic pain orally (Phase 1), and TRV250 for treatment-refractory migraine (Preclinical).

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: 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; 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; the inherent uncertainties associated with intellectual property; 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 time. In addition, the forward-looking statements included in this press release represent the company's views only as of the date hereof. The company anticipates that subsequent events and developments may cause the company's views to change. However, while the company may elect to update these forward-looking statements at some point in the future, it specifically disclaims any obligation to do so, except as may be required by law.

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