
**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 16, 2015**

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 8.01 **Other Events.**

On September 16, 2015, Trevena, Inc. (the "Company") issued a press release announcing the closing of its previously announced underwritten offering of 7,475,000 shares of its common stock, including the sale of 975,000 shares sold pursuant to the underwriters' full exercise of their option to purchase additional shares, at a price to the public of \$9.75 per share (the "Offering"). Net proceeds from the Offering were approximately \$68.3 million after deducting underwriting discounts and offering expenses. The Company believes that the net proceeds from the Offering and from sales made since June 30, 2015 under the Company's at the market sales facility, together with the Company's cash and cash equivalents and marketable securities as of June 30, 2015 and the interest thereon, will be sufficient to fund its operating expenses and capital expenditure requirements into 2018.

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements that involve substantial risks and uncertainties. In some cases, you can identify forward looking statements by the words "may," "might," "will," "could," "would," "should," "expect," "intend," "plan," "objective," "anticipate," "believe," "estimate," "predict," "project," "potential," "continue" and "ongoing," or the negative of these terms, or other comparable terminology intended to identify statements about the future. These statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, levels of activity, performance or achievements to be materially different from the information expressed or implied by these forward looking statements. Although the Company believes that it has a reasonable basis for each forward looking statement contained herein, the Company cautions you that these statements are based on a combination of facts and factors currently known by the Company and its expectations of the future, about which it cannot be certain. Forward looking statements in this Current Report include statements about the Company's ability to fund operating expenses and capital expenditures into 2018. You should refer to the "Risk Factors" section of the Company's Annual Report on Form 10-K for the year ended December 31, 2014, as updated from time to time in its filings with the Securities and Exchange Commission for a discussion of important factors that may cause the Company's actual results to differ materially from those expressed or implied by the Company's forward-looking statements. As a result of these factors, the Company cannot assure you that the forward-looking statements in this Current Report will prove to be accurate. Furthermore, if these forward-looking statements prove to be inaccurate, the inaccuracy may be material. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a

representation or warranty by the Company or any other person that the Company will achieve its objectives and plans in any specified time frame, or at all. The Company undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

A copy of the press release is furnished herewith as Exhibits 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Number</u>	<u>Description</u>
99.1	Press release dated September 16, 2015

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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 21, 2015

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 September 16, 2015.

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Trevena, Inc. Announces Closing of Public Offering of Common Stock, Including Full Exercise of Underwriters' Option to Purchase Additional Shares

KING OF PRUSSIA, PA, September 16, 2015 — Trevena, Inc. (NASDAQ: TRVN), a clinical stage pharmaceutical company, today announced the closing of its previously announced underwritten public offering of 7,475,000 shares of its common stock, including 975,000 shares sold pursuant to the underwriters' full exercise of their option to purchase additional shares, at a price to the public of \$9.75 per share. The gross proceeds from the offering were \$72.9 million, before deducting customary underwriting discounts and commissions and offering expenses.

Jefferies LLC, Cowen and Company, LLC and Barclays Capital Inc. acted as joint book-running managers for the offering. JMP Securities LLC and Needham & Company, LLC acted as co-managers for the offering.

The securities described above were offered pursuant to a shelf registration statement (File No. 333-203230) that was filed with the United States Securities and Exchange Commission ("SEC") on April 3, 2015 and that was declared effective by the SEC on April 14, 2015. The securities described above have not been qualified under any state blue sky laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction. The offering can be made only by means of a written prospectus and prospectus supplement that form a part of the registration statement. The final prospectus supplement and accompanying prospectus relating to the offering have been filed with the SEC and are available on the SEC's website at www.sec.gov. Copies of the final prospectus supplement and the accompanying prospectus may also be obtained by request at Jefferies LLC, Attention: Equity Syndicate Prospectus Department, 520 Madison Avenue, 2nd Floor, New York, NY 10022, telephone: (877) 821-7388, e-mail: Prospectus_Department@Jefferies.com; at Cowen and Company, LLC, c/o Broadridge Financial Services, Attention: Prospectus Department, 1155 Long Island Avenue, Edgewood, NY, 11717, Attn: Prospectus Department, telephone: (631) 274-2806; and at Barclays Capital Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, telephone: 888-603-5847, email: Barclaysprospectus@broadridge.com.

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