

**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): **February 28, 2018**

**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.)

**955 Chesterbrook Boulevard, Suite 200  
Chesterbrook, PA 19087**  
(Address of principal executive offices and zip code)

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

**Not applicable**

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 1.01. Entry into a Material Definitive Agreement.**

On February 28, 2018, the Board of Directors (the "Board") of Trevena, Inc. ("Trevena" or the "Company") the number of options awarded to a non-employee director upon initial election to the Board and annually at the Annual Meeting of Stockholders was increased by 30,000 shares and 15,000 shares, respectively. All aspects of the cash compensation of non-employee directors remained unchanged. A copy of the Trevena, Inc. Non-Employee Director Compensation Policy, effective as of February 28, 2018, is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 28, 2018, the Board (i) approved a cash incentive award for fiscal year 2017 under the Trevena, Inc. Incentive Compensation Plan (the "ICP") to be made to Maxine Gowen, Ph.D., the President and Chief Executive Officer (the "CEO") of the Company, and (ii) ratified ICP cash incentive awards for fiscal year 2017 that were approved by the Compensation Committee of the Board for the Company's executive officers other than the CEO. The individual ICP awards earned in 2017 will be paid in mid-March 2018, as follows: Maxine Gowen, Ph.D., \$268,785; Carrie Bourdow, \$130,413; David Geoghegan, \$93,554; Roberto Cuca, \$111,739; Yacoub Habib, Ph.D., \$107,989; John M. Limongelli, \$109,169; and Jonathan Violin, Ph.D., \$71,812.

Separately, the Board approved (i) for Dr. Gowen, an increase in her target cash incentive opportunity from 55% of her annual base salary to 60% of her annual base salary and (ii) for the Company's Senior Vice Presidents, an increase in the target cash incentive opportunity from 35% of their respective annual base salary to 40% of their respective annual base salary.

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

**(d) Exhibits**

<u>Exhibit Number</u>	<u>Exhibit Description</u>
10.1	Trevena, Inc.Non-Employee Director Compensation Policy, effective as of February 28, 2018.
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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Exhibit Description</u>
10.1	<a href="#">Trevena, Inc.Non-Employee Director Compensation Policy, effective as of February 28, 2018.</a>
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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.

Date: March 2, 2018

**TREVENA, INC.**

By: /s/ John M. Limongelli  
John M. Limongelli  
Sr. Vice President, General Counsel & Chief Administrative Officer

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

Effective as of February 28, 2018 (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: \$35,000
  - 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: \$5,000
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: \$8,000

**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

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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).

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 60,000 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 30,000 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.

Amended and Restated: February 28, 2018

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