

**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): **April 4, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 4, 2018, Maxine Gowen, Ph.D., President, Chief Executive Officer and director of Trevena, Inc. (the "Company") formally notified the Company's Board of Directors (the "Board") of her intention to retire as an employee from the Company, effective as of October 1, 2018. In connection with Dr. Gowen's planned retirement, the Board approved a plan to appoint Carrie L. Bourdow, currently the Company's Executive Vice President and Chief Operating Officer, to the position of President and Chief Executive Officer, effective as of October 1, 2018.

At the time of her expected appointment as President and Chief Executive Officer, Ms. Bourdow's annual base salary will be increased to \$500,000 and her target cash incentive opportunity will be increased to 60 percent of her annual base salary. She also is expected to receive a stock option award of 335,000 shares upon her appointment, which will vest 1/16th per quarter on each three-month anniversary of the grant date.

In connection with her expected retirement, the Board has provided that Dr. Gowen will be eligible to receive separation payments totaling \$907,200, representing compensation for both her target bonus for 2018 and her agreement to remain as CEO through October 1, 2018 to facilitate a smooth and orderly transition to Ms. Bourdow. Dr. Gowen will continue to receive her current salary through the date of her retirement.

It is expected that (i) Dr. Gowen will remain on the Board after her retirement as an employee, and (ii) Ms. Bourdow will be appointed as a member of the Board following

her appointment as President and Chief Executive Officer.

A copy of the press release is furnished hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Number</u>	<u>Description</u>
99.1	Press Release dated April 5, 2018

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated April 5, 2018

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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: April 6, 2018

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

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**Trevena Announces Retirement of Maxine Gowen, Ph.D., Effective October 1, and Planned
Promotion of Carrie L. Bourdow to President and Chief Executive Officer**

Chesterbrook, PA — Trevena, Inc. (NASDAQ:TRVN) today announced that President and Chief Executive Officer Maxine Gowen, Ph.D., will retire on October 1, 2018. The Board of Directors has selected Carrie L. Bourdow, who currently serves as Trevena's Executive Vice President and Chief Operating Officer, to be the Company's next President and Chief Executive Officer, effective October 1, 2018. Dr. Gowen will continue to serve on the Trevena Board of Directors.

Ms. Bourdow has served in various senior positions at Trevena since May 2015. She joined the Company as Chief Commercial Officer, and was appointed Executive Vice President and Chief Operating Officer in January 2018.

"Max has led Trevena from its inception, through numerous evolutions, and to the cusp of potential approval of its first product," said Lonnie Moulder, Chair of the Trevena Board of Directors. "Under her leadership, the Company has advanced several innovative molecules into clinical development and had its first New Drug Application accepted for review by the U.S. Food and Drug Administration. In addition, she has built a terrific team that has positioned the Company for strong growth in the future. On behalf of the Board and everyone at Trevena, I thank Max for her exceptional leadership during her time at Trevena and her continued contributions through this transition period and as a director."

Mr. Moulder continued, "At the same time, we are thrilled to have Carrie become Trevena's next CEO. She has already assumed increasing leadership responsibilities since joining Trevena, and brings the experiences and leadership skills we believe the Company needs to thrive in the future.

"I am honored by this opportunity and the confidence the Board has placed in me," said Ms. Bourdow. "I joined Trevena three years ago because I saw the potential for us to provide meaningful products to patients and practitioners. I am confident that the Company is positioned for success and look forward to leading our tremendous team as we focus on delivering value for patients, providers, and stockholders."

"It's been a privilege to lead the team at Trevena, and an honor to work with some of the brightest and most dedicated individuals I've met in our industry," said Dr. Gowen. "I'm extraordinarily proud of what we've built at Trevena, and confident in Carrie's leadership as she and the rest of the Trevena team forge a path to grow the business in the coming years."

Prior to joining Trevena, Ms. Bourdow was vice president of marketing at Cubist Pharmaceuticals, Inc., until its acquisition by Merck & Co., Inc. in January 2015. At Cubist, Ms. Bourdow led launch strategy, marketing, reimbursement, and operations for five acute care hospital pharmaceuticals totaling over \$1 billion in annual revenues. Before joining Cubist in 2013, Ms. Bourdow served for more than 20 years at Merck & Co., Inc., where she held positions of increasing responsibility across several therapeutic areas including anti-infectives, acute heart failure, and pain. Since June 2017, she has served on the board of Nabriva Therapeutics plc., a publicly traded biopharmaceutical company.

About Trevena

Trevena, Inc. is a biopharmaceutical company focused on providing better, safer therapies to patients in pain. The Company has leveraged breakthrough science to discover and develop its investigational product oliceridine injection for the management of moderate-to-severe acute pain. Oliceridine has been granted Breakthrough Therapy designation by the U.S. Food and Drug Administration, and is intended to provide healthcare providers an innovative new option for patients who require an intravenous opioid. The Company also has an early stage pipeline of new chemical entities targeting novel mechanisms of action, including TRV250 for acute migraine, neuropathic pain, and other 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: the status, timing, costs, results and interpretation of the Company's clinical trials; the uncertainties inherent in conducting clinical trials; expectations for regulatory approvals, including whether the oliceridine NDA will be approved by FDA; availability of funding sufficient for the Company's foreseeable and unforeseeable operating expenses and capital expenditure requirements; uncertainties related to the Company's intellectual property; other matters that could affect the availability or commercial potential of the Company's therapeutic candidates; 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.

Contacts

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