

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**Form S-8
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)

26-1469215
(IRS employer
identification number)

955 Chesterbrook Blvd., Suite 110
Chesterbrook, Pennsylvania
(Address of Principal Executive Offices)

19087
(Zip Code)

2013 Equity Incentive Plan
(Full titles of the plans)

Carrie L. Bourdow
President and Chief Executive Officer
Trevena, Inc.
955 Chesterbrook Blvd., Suite 110
Chesterbrook, Pennsylvania 19087
(610) 354-8840

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

Copies to:

Brent B. Siler
Derek O. Colla
Cooley LLP
1299 Pennsylvania Ave., NW, Suite 700
Washington, DC 20004
(703) 456-8000

Barry Shin
Chief Financial Officer
Trevena, Inc.
955 Chesterbrook Blvd., Suite 110
Chesterbrook, PA 19087
(610) 354-8840

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>		Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input checked="" type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$0.001 per share	3,768,550 shares	\$ 0.845	\$ 3,184,425.09	\$ 413.34

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "*Securities Act*"), this Registration Statement on Form S-8 shall also cover any additional shares of Registrant's common stock, par value \$0.001 per share (the "*Common Stock*"), that become issuable under the Registrant's 2013 Equity Incentive Plan, as amended (the "*2013 EIP*"), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) promulgated under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are calculated using the average of the high and low prices of the Common Stock as reported on the Nasdaq Global Select Market on January 13, 2020.

PART I

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 3,768,550 shares of the Registrant's Common Stock to be issued pursuant to the annual automatic increase provision set forth in Section 3(a) of the Registrant's 2013 Equity Incentive Plan, as amended.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The contents of the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the "**Commission**") on February 4, 2014 (File No. 333-191735), May 14, 2014 (File No. 333-195957), January 23, 2015 (File No. 333-201672), January 11, 2016 (File No. 333-208948), January 4, 2017 (File No. 333-215421), January 8, 2018 (File No. 333-222471) and January 8, 2019 (File No. 333-229161) are incorporated by reference herein.

Item 8. Exhibits.

Exhibit Number	Exhibit Description
<u>4.1</u>	<u>Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on February 5, 2014).</u>
<u>4.2</u>	<u>Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K, filed with the Commission on May 21, 2018).</u>
<u>4.3</u>	<u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed with the Commission on February 5, 2014).</u>
<u>4.4</u>	<u>Specimen stock certificate evidencing shares of Common Stock of the Registrant (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-191643), originally filed with the Commission on October 9, 2013).</u>
<u>4.5</u>	<u>2013 Equity Incentive Plan, as amended (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8, filed with the Commission on May 14, 2014).</u>
<u>4.6</u>	<u>Form of Stock Option Grant Notice and Stock Option Agreement under 2013 Equity Incentive Plan (incorporated by reference to Exhibit 10.5 to Registrant's Quarterly Report on Form 10-Q, filed with the SEC on May 7, 2015).</u>
<u>4.7</u>	<u>Form of Restricted Stock Grant Notice and Restricted Stock Unit Award Agreement under 2013 Equity Incentive Plan (incorporated by reference to Exhibit 10.13 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-191643), filed with the SEC on October 9, 2013).</u>
<u>5.1#</u>	<u>Opinion of Cooley LLP.</u>
<u>23.1#</u>	<u>Consent of Independent Registered Public Accounting Firm.</u>
<u>23.2#</u>	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
<u>24.1#</u>	<u>Power of Attorney (included on the signature page of this Form S-8).</u>

Filed herewith.

Item 9. Undertakings.

1. The undersigned registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chesterbrook, Commonwealth of Pennsylvania, on January 16, 2020.

TREVENA, INC.

By: /s/ Barry Shin _____
Barry Shin
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints **CARRIE L. BOURDOW** and **BARRY SHIN**, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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.

Signature	Title	Date
<hr/> <i>/s/ Carrie L. Bourdow</i> Carrie L. Bourdow	President, Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	January 16, 2020
<hr/> <i>/s/ Barry Shin</i> Barry Shin	Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	January 16, 2020
<hr/> <i>/s/ Leon O. Moulder, Jr.</i> Leon O. Moulder, Jr.	Chairman of the Board of Directors	January 16, 2020
<hr/> <i>/s/ Scott Braunstein, M.D.</i> Scott Braunstein, M.D.	Director	January 16, 2020
<hr/> <i>/s/ Michael R. Dougherty</i> Michael R. Dougherty	Director	January 16, 2020
<hr/> <i>/s/ Maxine Gowen, Ph.D.</i> Maxine Gowen, Ph.D.	Director	January 16, 2020
<hr/> <i>/s/ Julie H. McHugh</i> Julie H. McHugh	Director	January 16, 2020
<hr/> <i>/s/ Jake R. Nunn</i> Jake R. Nunn	Director	January 16, 2020
<hr/> <i>/s/ Anne M. Phillips, M.D.</i> Anne M. Phillips, M.D.	Director	January 16, 2020
<hr/> <i>/s/ Barbara Yanni</i> Barbara Yanni	Director	January 16, 2020



Derek O. Colla
T: +1 202 842 7849
dcolla@cooley.com

January 16, 2020

Trevena, Inc.
955 Chesterbrook Blvd., Suite 110
Chesterbrook, Pennsylvania 19087

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 on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to 3,768,550 shares of the Company's common stock, par value \$0.001 per share, to be issued pursuant to the Company's 2013 Equity Incentive Plan, as amended (the "**Shares**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectus, (b) the Company's (i) Amended and Restated Certificate of Incorporation and (ii) Certificate of Amendment of Amended and Restated Certificate of Incorporation, filed as Exhibits 4.1 and 4.2, respectively, to the Registration Statement, and the Company's Amended and Restated Bylaws, filed as Exhibit 4.3 to the Registration Statement, each as currently in effect, (c) the Company's 2013 Equity Incentive Plan, as amended (the "**2013 Plan**"), 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 federal laws of the United States of America and the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction other than those identified above are applicable to the subject matter of this opinion.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the 2013 Plan, and the Registration Statement and related prospectus, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

COOLEY LLP

By: /s/ Derek O. Colla
Derek O. Colla

Cooley LLP 1299 Pennsylvania Avenue, NW, Suite 700 Washington, DC 20004-2400
t: (202) 842-7800 f: (202) 842-7899 cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2013 Equity Incentive Plan of Trevena, Inc. of our report dated March 13, 2019, with respect to the financial statements of Trevena, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania
January 16, 2020
