

**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): **June 9, 2022**

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 110
Chesterbrook, PA 19087
(Address of principal executive offices and zip code)

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

n/a
(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value	TRVN	The Nasdaq Stock Market LLC

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 5.07 Submission of Matters to a Vote of Security Holders.

In connection with the Annual Meeting, there were 165,520,007 shares outstanding as of the April 27, 2022 record date, of which 112,397,235 shares, or approximately 67.90%, were present or represented by proxy at the Annual Meeting. With respect to the matters submitted for a vote of stockholders at the Annual Meeting:

- (i) Proposal 1: each of the Class III directors nominated were elected to serve until the expiration of their term as provided in the proxy statement;
- (ii) Proposal 2: the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022 was ratified;
- (iii) Proposal 3: approval, on a non-binding advisory basis, of the compensation of the Company's named executive officers as disclosed in the proxy statement was approved; and
- (iv) Proposal 4: an amendment to the Company's Amended and Restated Certificate of Incorporation, as amended, to increase the number of authorized shares of common stock from 200,000,000 to 300,000,000, was withdrawn prior to submission to the stockholders for a vote at the annual meeting. Although a majority of the shares voted were cast in favor of Proposal 4, due to the limited investor turnout, this did not constitute the majority of outstanding shares required to adopt Proposal 4.

Set forth below are the voting results for each such matter.

Proposal 1 — Election of Directors

The following three Class III directors were elected to serve for three-year terms until the 2025 annual meeting of stockholders and until their respective successors are elected and qualified.

Name	Votes For	Votes Withheld	Broker Non-Votes
Scott Braunstein, M.D.	36,880,603	34,081,670	41,434,962
Leon O. Moulder, Jr.	46,649,324	24,312,949	41,434,962
Michael R. Dougherty	46,799,543	24,162,730	41,434,962

Proposal 2 — Ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022.

For	Against	Abstain	Broker Non-Votes
100,983,234	8,504,281	2,909,720	0

Proposal 3 — Approval, on a non-binding advisory basis, of the compensation of the Company's named executive officers as disclosed in the proxy statement.

For	Against	Abstain	Broker Non-Votes
38,296,933	31,566,672	1,098,668	41,434,962

Proposal 4 – Withdrawn.

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: June 13, 2022

By: /s/ Barry Shin
 Barry Shin
 Senior Vice President, Chief Financial Officer
