FORM D

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

BEBMail Processing
Section

FORM D

MAR 1 72000

Washington, DC

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

1429560

OMB APPROVAL

| SEC US | E ONLY |
|--------|---------|
| Prefix | Serial |
| 1 | i i |
| DATE R | ECEIVED |

| | | | | <u> </u> | | |
|---|---------------------------------|---------|--------------------------|----------------------|-----------------------|---------------------|
| Name of Offering (check if this is an | | • | 0 , | _ | | |
| Series A Preferred Stock Financing of | Trevena, Inc Sale and issue | ince o | f Series A Preferred S | Stock | | 1 |
| Filing Under (Check box(es) that apply): | ☐ Rule 504 | | ☐ Rule 505 | ⊠ Rule 506 | ☐ Section 4(6) | ☐ ULOE |
| Type of Filing: | | × | New Filing | | Amendment | |
| | A. BA | SIC II | DENTIFICATION DA | \TA | | ı |
| 1. Enter the information requested abo | ut the issuer | | | | | |
| Name of Issuer (check if this is an am | endment and name has change | d, and | indicate change.) | | | |
| Trevena, Inc. | | | | | | |
| Address of Executive Offices | (Number and S | street, | City, State, Zip Code) | Telephone Number | | |
| 100 Front Street, Suite 1325, One Tow | (610) 212-8178 | | | | | |
| Address of Principal Business Operations (if different from Executive Offices) | s (Number and Street, City, Sta | te, Zip | Code) | Telephone Number | 0804 | 2576 |
| Brief Description of Business | | | | | | PROCESSE |
| Identifying and improving ligands targ | geting G protein-coupled rece | ptors, | and potentially inves | tigating new recepto | rs | " IOOLOGE |
| Type of Business Organization | | | | | | MAD 4 0 0000 |
| | ☐ limited partnership, alrea | dy for | med | | other (please specify | n: MAR 1 8 2008 |
| ☐ business trust | ☐ limited partnership, to be | forme | ed | | | THOMOON |
| Actual or Estimated Date of Incorporation | n or Organization: | 1 | | <u>rear</u> 2007 | ☑ Actual [| FINANCIAL Estimated |
| Jurisdiction of Incorporation or Organiza | tion: (Enter two-letter U.S. | | Service abbreviation for | | |) F |

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

| Check Box(es) that Apply: | Promoter | Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
|-------------------------------------|---|---|----------------------|------------|--------------------------------------|
| | name first, if individual) | | | | |
| Gowen, Maxine | | | | | |
| | | Street, City, State, Zip Code) | | | 1 |
| c/o Trevena, Inc | | 5, One Tower Bridge, West Cor | shohochen, PA 19428 | | |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | Executive Officer | ☐ Director | General and/or Managing Partner |
| Full Name (Last Strobeck, Mark | name first, if individual) | | | | |
| | idence Address (Number and | | | | |
| | | 5, One Tower Bridge, West Con | shohochen, PA 19428 | | |
| Check Boxes that Apply: | ☐ Promoter | Beneficial Owner | ☐ Executive Officer | ☐ Director | ☐ General and/or Managing Partner |
| Full Name (Last Alta Partners VI | name first, if individual) III, L.P. | | • | | |
| | idence Address (Number and ro Center, 37th Floor, San Frai | | | | 1 |
| Check Boxes that Apply: | ☐ Promoter | ■ Beneficial Owner | ☐ Executive Officer | ☐ Director | General and/or Managing Partner |
| Full Name (Last HealthCare Ven | name first, if individual) tures VIII, L.P. | | | | |
| Business or Res | idence Address (Number and | Street, City, State, Zip Code) | | | |
| 44 Nassau Stree | t, Princeton, NJ 08542 | | | | |
| Check Boxes that Apply: | ☐ Promoter | Beneficial Owner | ☐ Executive Officer | ☐ Director | General and/or Managing Partner |
| | name first, if individual) Associates 12, Limited Partne | rship | | | |
| | idence Address (Number and reet, Baltimore, MD 21202 | Street, City, State, Zip Code) | | | |
| Check Boxes that Apply: | ☐ Promoter | E Beneficial Owner | ☐ Executive Officer | ☐ Director | General and/or Managing Partner |
| Full Name (Last Polaris Venture | name first, if individual) Partners V, L.P. | | | | |
| | idence Address (Number and eet, Suite 3350, Waltham, MA | | | | 1 |
| Check Box(es) that Apply: | ☐ Promoter | Beneficial Owner | ☐ Executive Officer | ☐ Director | ☐ General and/or Managing Partner |
| | name first, if individual) | | - | | 1 |
| Business or Res | idence Address (Number and | Street, City, State, Zip Code) ling, Rm. 226, DUMC 3104, D | Durham NC 27710-3104 | | |
| Check | Promoter | Beneficial Owner | ☐ Executive Officer | ☑ Director | General and/or |
| Box(es) that Apply: | | La beneficial owner | Lizeauve officer | E Director | Managing Partner |
| | name first, if individual) | | | | |
| | | Street, City, State, Zip Code) | | | |
| | | Center, 37th Floor, San Francis | co, CA 94111 | | } |

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

| | | | | | |
|------------------------|--|--|----------------------|-------------------|-----------------------------------|
| Check Box(es) that | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | Director | ☐ General and/or Managing Partner |
| Apply: | | | | | |
| - | name first, if individual) | | | | |
| Garland, Rober | | | | | |
| | • | Street, City, State, Zip Code) artnership, 1119 St. Paul Street, | Baltimore MD 21202 | | 1 |
| Check | Promoter | Beneficial Owner | Executive Officer | ☑ Director | ☐ General and/or |
| Box(es) that | - Flouloter | ☐ Belleticial Owner | Executive Officer | □ Director | Managing Partner |
| Apply: | | | | | , and the same |
| Full Name (Las | name first, if individual) | | | | 1 |
| McGuire, Terry | | | | | |
| | idence Address (Number and | | | | |
| | | nter Street, Suite 3350, Walthan | | <u>-</u> | |
| Check Boxes | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | Director | ☐ General and/or |
| that Apply: | | ······································ | | ···· | Managing Partner |
| • | name first, if individual) | | | | I |
| Mirabelli, Chris | | Charles City Control Tr. C. 10 | | ··- | <u> </u> |
| | idence Address (Number and Ventures VIII, L.P., 44 Nassau | • | | | |
| Check Boxes | Promoter | Beneficial Owner | ☐ Executive Officer | ⊠ Director | ☐ General and/or |
| that Apply: | C Fromoter | □ Beliencial Owner | La Executive Officer | E-Director | Managing Partner |
| Full Name (Las) | name first, if individual) | | | | gg.r.ur.ur. |
| Snyderman, Ral | · · | | | | |
| Business or Res | idence Address (Number and | Street, City, State, Zip Code) | | | - <u>·</u> |
| | IC, Durham, NC 27710 | | | | |
| Check Boxes | Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☐ General and/or |
| that Apply: | | | | | Managing Partner |
| Full Name (Las | name first, if individual) | | | | |
| Business or Res | idence Address (Number and | Street City State 7in Code) | | | |
| Dusiness of Res | idence Address (Number and | Succi, City, State, Zip Code) | | | 1 |
| Check Boxes | ☐ Promoter | Beneficial Owner | ☐ Executive Officer | ☐ Director | ☐ General and/or |
| that Apply: | | - Delicitoral Owner | - LACCULTE OTHER | _ Director | Managing Partner |
| Full Name (Las | name first, if individual) | | , | | |
| ` | , | | | | ı |
| Business or Res | idence Address (Number and | Street, City, State, Zip Code) | | | |
| | | | | | |
| Check | ☐ Promoter | ☐ Beneficial Owner | Executive Officer | ☐ Director | ☐ General and/or |
| Box(es) that | | | | | Managing Partner |
| Apply: | | | | | · · · |
| ruii Name (Las | name first, if individual) | | | | ! |
| Business or Res | idence Address (Number and | Street, City, State, Zip Code) | | | |
| | | ·· <u> </u> | | | |
| Check Boy(es) that | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☐ General and/or |
| Box(es) that Apply: | | | | | Managing Partner |
| | name first, if individual) | · · · · · · · · · · · · · · · · · · · | | | |
| | ,, | | | | |
| Business or Res | idence Address (Number and | Street, City, State, Zip Code) | | | |
| | | • | | | |

| | | | | | D | . INFORM | ATTON AD | OULOFFE | KING | | | | |
|------|------------------------------|--------------------------------|------------------------------|------------------------------|---------------------------|----------------------------------|-----------------------------|---|---------------------------------------|--|--------------|--------------|---|
| l. | Has the issu | uer sold, or do | oes the issue | er intend to | | | | | under ULOE | | | Yes | No <u>X</u> |
| 2. | What is the | : minimum in | vestment th | at will be ac | cepted fror | n any indivi | dual? | | | | | s | no minimum |
| 3. | Does the of | ffering permit | joint owner | rship of a si | ngle unit? | | | | | | | Yes <u>X</u> | No |
| 4. | solicitation registered v | of purchases | rs in connect and/or with | ction with s a state or s | ales of sectates, list th | curities in the se name of th | e offering. ne broker or | If a person | to be listed | is an associate | ed person o | agent of | remuneration for a broker or dealer I persons of such a |
| N/A | | | | | | | | | | | | | |
| Full | Name (Last | name first, if | individual) | | | | | | | | | | |
| Bus | iness or Resi | idence Addre | ss (Number | and Street, | City, State, | Zip Code) | | | | | | | |
| Nan | ne of Associa | ated Broker o | r Dealer | | | | | | | <u>. </u> | | | |
| | 10 01 7155001 | acca broker o | Cuici | | | | | | | | | | |
| Stat | es in Which | Person Listed | l Has Solici | ted or Inten | ds to Solici | t Purchasers | | | | | | | |
| (Ch | eck "All Stat | | individual S | States) | | | | | | | | | All States |
| [AL | - | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | ID |
| [IL] | | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | (MI) | [MN] | IMSI | [MO] |
| [M] | • | [NE] | INVI | [NH] | [NJ] | [NM] | INYI | [NC] | INDI | (OH) | (OK) | JORJ | [PA] |
| [RI] | | [SC] | [SD] | [TN] | ĮTXĮ | (UT) | [VT] | [VA] | [VA] | [WV] | [WI] | [WY] | [PR] |
| ruii | Name (Last | name first, if | individual) | l | | | | | | | | | |
| Bus | iness or Res | idence Addre | ss (Number | and Street, | City, State, | Zip Code) | | | · | | | | |
| Nan | ne of Associa | ated Broker o | r Dealer | | | | | | | | | | |
| Stat | es in Which | Person Listed | l Has Solici | ted or Intend | ds to Solici | t Purchasers | | | | | | i | _ |
| (Ch | eck "All Stat | tes" or check | individual S | States) | ****************** | ************* | | *************************************** | | | | | All States |
| AL | I | [AK] | AZ | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| ĮILJ | | [IN] | J[A] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [M] |] | [NE] | ĮΝVĮ | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | ЮН | [OK] | [OR] | [PA] |
| (RI) | | [SC] | SD | [TN] | [TX] | (UT) | [VT] | [VA] | [VA] | [WV] | [WI] | [WY] | [PR] |
| Full | Name (Last | name first, if | individual) | | | | ,, <u>-</u> , -, -, | | | | | ı | |
| Bus | iness or Resi | idence Addre | ss (Number | and Street, | City, State, | Zip Code) | | | | | | | |
| Nan | ne of Associa | ated Broker o | r Dealer | | | | · | | · · · · · · · · · · · · · · · · · · · | | | | |
| Ctat | ec in Whiat | Person Listed | Hac Callele | tad or leter | de to Caliet | t Durahaa | | | | | | | |
| | | rerson Listed tes" or check | | | | | | | | | | | |
| [AL | | [AK] | (AZ) | AR | [CA] | [CO] | [CT] | DE | [DC] | [FL] | [GA] | (HI) | [ID] |
| | - | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | IMO) |
| [M] | | INE | [NV] | NH | ונאן | INMI | [NY] | INCI | INDI | (OH) | jokj | [OR] | [PA] |
| [RI] | | [SC] | [SD] | [TN] | [TX] | [UT] | (VT) | [VA] | [VA] | (WV) | (WI) | [WY] | [PR] |
| | | | | | | | | | | | | | • • |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

| 1. | Enter the aggregate offering price of securities included in this offering and the total amount already transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the second securities of the second se | | |
|----|--|------------------|-----------------|
| | Type of Security | Aggregate | Amount Already |
| | -,,, | Offering Price | Sold |
| | Debt | \$ | \$ |
| | Equity | \$ 25,000,000.00 | \$ 5,015,624.00 |
| | | <u> </u> | <u> </u> |
| | | • | |
| | Convertible Securities (including warrants) | \$ | \$ |
| | Partnership Interests | \$ | 2 |
| | Other (Specify) | \$ | \$ |
| | Total | \$25,000,000,00 | \$5.015.624.00 |
| | Answer also in Appendix, Column 3, if filing under ULOE. | | |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | | • |
| | | Number | Aggregate |
| | | Investors | Dollar Amount |
| | | | of Purchases |
| | Accredited Investors | 8 | \$5,015,624.00 |
| | Non-accredited Investors | 0 | \$0.00 |
| | Total (for filings under Rule 504 only) | | \$5,015,624,00 |
| | Answer also in Appendix, Column 4, if filing under ULOE. | | |
| 3. | If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. | | |
| | | Type of | Dollar Amount |
| | | Security | Sold |
| | Type of Offering | | |
| | Rule 505 | | \$ |
| | Regulation A | | \$ |
| | Rule 504 | | \$ |
| | Total | | \$ |
| 4. | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. | | |
| | Transfer Agent's Fees | o. | \$ |
| | Printing and Engraving Costs | | \$ |
| | Legal Fees | Ø | \$40,000,00 |
| | Accounting Fees | | \$ |
| | Engineering Fees | | \$ |
| | Sales Commissions (specify finders' fees separately) | | \$ |
| | Other Expenses (Identify) Blue sky filing fees | X | \$1,150,00 |
| | Total | | \$ 41,150,00 |
| | | | |

| C. OFFERING PRICE, NUMBER OF I | NVESTORS, EXPENSES AND USE OF PROCE | EDS |
|--|---|--|
| Enter the difference between the aggregate offering price given in response to Part C - Question 4.a. This difference is the "adjusted | esponse to Part C - Question 1 and total expenses fu d gross proceeds to the issuer" | mished \$ 24,958,850.00 |
| Indicate below the amount of the adjusted gross proceeds to the issuer u If the amount for any purpose is not known, furnish an estimate and payments listed must equal the adjusted gross proceeds to the issuer set if | check the box to the left of the estimate. The tow | shown. I of the |
| payments fisted must equal the adjusted gloss proceeds to the issues of the | Payment to Off Directors, & Af | |
| Salaries and fees | • | |
| Purchase of real estate | | _ |
| Purchase, rental or leasing and installation of machinery and equipment | | |
| Construction or leasing of plant buildings and facilities | | <u> </u> |
| Acquisition of other businesses (including the value of securities involved in | | |
| in exchange for the assets or securities of another issuer pursuant to a merger |) | · · |
| Repayment of indebtedness | | 🗆 s |
| Working capital | □ s | <u>\$ 24,958,850.00</u> |
| Other (specify): | | |
| | | D s |
| Column Totals | | <u> 24,958,850,00</u> |
| Total Payments Listed (column totals added) | | E \$ 24.958,850.00 |
| | | |
| | | |
| | | |
| D. FEI | DERAL SIGNATURE | |
| The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange non-accredited investor pursuant to paragraph (b)(2) of Rule 502. | authorized person. If this notice is filed under Rule Commission, upon written request of its staff, the in | 505, the following signature constitute aformation furnished by the issuer to an |
| Issuer (Print or Type) | Signature | Date |
| Trevena, Inc. | Michael | 02/100 |
| Name of Signer (Print or Type) | Title of Signer (Print or Type) | |
| Mark Stroheck | Chief Business Officer | |

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

