

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* Polaris Venture Management Co. V, L.L.C.	2. Date of Event Requiring Statement (Month/Day/Year) 01/30/2014	3. Issuer Name and Ticker or Trading Symbol TREVENA INC [TRVN]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(Last) (First) (Middle) 1000 WINTER STREET, (Street) WALTHAM, MA 02451 (City) (State) (Zip)	<b>Table I - Non-Derivative Securities Beneficially Owned</b>		

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Common Stock	967,740 (1)	\$ (1)	I	See footnotes (2) (3)
Series B Preferred Stock	(1)	(1)	Common Stock	1,354,837 (1)	\$ (1)	I	See footnotes (2) (4)
Series B-1 Preferred Stock	(1)	(1)	Common Stock	225,805 (1)	\$ (1)	I	See footnotes (2) (5)
Series C Preferred Stock	(1)	(1)	Common Stock	780,753 (1)	\$ (1)	I	See footnotes (2) (6)
Series B-1 Warrants	(7)	(7)	Common Stock	10,135 (8)	\$ 1	I	See footnotes (2) (9)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Polaris Venture Management Co. V, L.L.C. 1000 WINTER STREET WALTHAM, MA 02451		X		
Polaris Venture Partners V, L.P. 1000 WINTER STREET WALTHAM, MA 02451		X		
Polaris Venture Partners Entrepreneurs' Fund V, L.P. 1000 WINTER STREET WALTHAM, MA 02451		X		
Polaris Venture Partners Founders' Fund V, L.P. 1000 WINTER STREET WALTHAM, MA 02451		X		

Polaris Venture Partners Special Founders' Fund V, L.P. 1000 WINTER STREET WALTHAM, MA 02451		X		
MCGUIRE TERRANCE C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451	X	X		
Flint Jonathan A C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451		X		

## Signatures

/s/Derek Colla, Attorney-in-Fact		01/30/2014
**Signature of Reporting Person		Date
Derek Colla, Attorney-in-Fact		01/30/2014
**Signature of Reporting Person		Date
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Derek Colla, Attorney-in-Fact		01/30/2014
**Signature of Reporting Person		Date
Derek Colla, Attorney-in-Fact		01/30/2014
**Signature of Reporting Person		Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Immediately prior to closing of the issuer's initial public offering, the preferred stock held by the reporting persons will automatically convert into common stock on a 6.2 to 1 basis.

Terrance G. McGuire, a director of the issuer, and Jonathan Flint are managing members of Polaris Venture Management Co. V, L.L.C. ("Polaris V"), which is the sole general partner of each of Polaris Venture Partners V, L.P. ("PVP V"), Polaris Venture Partners Entrepreneurs' Fund V, L.P. ("Entrepreneurs' V"), Polaris Venture Partners Founders' Fund V, L.P. ("Founders' V") and Polaris Venture Partners Special Founders' Fund V, L.P. ("Special Founders' V")(collectively, the "Polaris Funds") and may be deemed to beneficially own the shares held by the Polaris Funds. Each of Mr. McGuire, Mr. Flint and Polaris V disclaim beneficial ownership of these securities and this report shall not be deemed an admission that it is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.

(3) The Polaris Funds hold an aggregate of 6,000,000 shares of Series A Preferred Stock ("Series A") convertible into 967,740 shares of Common Stock, which includes shares of Series A convertible into 933,807 shares of common stock held by PVP V, shares of Series A convertible into 18,199 shares of common stock held by Entrepreneurs' V, shares of Series A convertible into 6,396 shares of common stock held by Founders' V and shares of Series A convertible into 9,338 shares of common stock held by Special Founders' V.

(4) The Polaris Funds hold an aggregate of 8,400,000 shares of Series B Preferred Stock ("Series B") convertible into 1,354,837 shares of common stock, which includes shares of Series B convertible into 1,307,330 shares of common stock held by PVP V, shares of Series B convertible into 25,479 shares of common stock held by Entrepreneurs' V, shares of Series B convertible into 8,955 shares of common stock held by Founders' V and shares of Series B convertible into 13,073 shares of Special Founders' V.

(5) The Polaris Funds hold an aggregate of 1,400,000 shares of Series B-1 Preferred Stock ("Series B-1") convertible into 225,805 shares of common stock, which includes shares of Series B-1 convertible into 217,888 shares of common stock held by PVP V, shares of Series B-1 convertible into 4,246 shares of common stock held by Entrepreneurs' V, shares of Series B-1 convertible into 1,492 shares of common stock held by Founders' V and shares of Series B-1 convertible into 2,179 shares of Special Founders' V.

(6) The Polaris Funds hold an aggregate of 4,840,686 shares of Series C Preferred Stock ("Series C") convertible into 780,753 shares of common stock, which includes shares of Series C convertible into 753,377 shares of common stock held by PVP V, shares of Series C convertible into 14,683 shares of common stock held by Entrepreneurs' V, shares of Series C convertible into 5,160 shares of common stock held by Founders' V and shares of Series C convertible into 7,533 shares of Special Founders' V.

(7) In accordance with their terms, the Series B-1 Warrants (the "Warrants") will be net exercised immediately prior to closing of the issuer's initial public offering.

(8) Assumes the net exercise of the Warrants immediately prior to the issuer's initial public offering and assumes an initial public offering price of \$7.00 per share.

The Polaris Funds hold an aggregate of 550,000 Warrants to purchase Series B-1 Preferred Stock ("B-1 Warrants") convertible into 88,708 shares of common stock, which (9) includes B-1 Warrants convertible into 85,598 shares of common stock held by PVP V, B-1 Warrants convertible into 1,668 shares of common stock held by Entrepreneurs' V, B-1 Warrants convertible into 586 shares of common stock held by Founders' V and B-1 Warrants convertible into 856 shares of Special Founders' V.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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POWER OF ATTORNEY

(For Executing Forms 3, 4 and 5)

Know all by these presents, that the undersigned hereby constitutes and appoints each of Brent Siler, James F. Fulton, Jr., Meredith Blount and Derek Colla of Cooley LLP, and Rosamond Deegan and Roberto Cuca of Trevena, Inc. (the "Company"), signing individually, the undersigned's true and lawful attorneys-in-fact and agents to:

(1) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the the Securities and Exchange Commission (the "SEC") Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of the Company;

(2) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form 3, 4 or 5 (including amendments thereto and joint filing agreements in connection therewith) and file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or Cooley LLP, as applicable.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: November 14, 2013

Polaris Venture Partners V, L.P.  
By: Polaris Venture Management Co. V, L.L.C.  
Its General Partner

By:/s/John J. Gannon  
John J. Gannon, Attorney-in-fact

Polaris Venture Partners Entrepreneurs' Fund V, L.P.  
By: Polaris Venture Management Co. V, L.L.C.  
Its General Partner

By:/s/John J. Gannon  
John J. Gannon, Attorney-in-fact

Polaris Venture Partners Founders' Fund V, L.P.  
By: Polaris Venture Management Co. V, L.L.C.  
Its General Partner

By:/s/John J. Gannon  
John J. Gannon, Attorney-in-fact

Polaris Venture Partners Special Founders' Fund V, L.P.  
By: Polaris Venture Management Co. V, L.L.C.  
Its General Partner

By:/s/John J. Gannon  
John J. Gannon, Attorney-in-fact

Polaris Venture Management Co. V, L.L.C.

By: /s/John J. Gannon  
John J. Gannon, Attorney-in-fact

/s/Jonathan A. Flint  
Jonathan A. Flint

/s/Terrance G. McGuire  
Terrance G. McGuire