

TREVENA INC
Form 8-K
December 17, 2014

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): **December 16, 2014**

TREVENA, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

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001-36193
(Commission
File No.)

26-1469215
(IRS Employer
Identification No.)

1018 West 8th Avenue, Suite A

King of Prussia, PA 19406

(Address of principal executive offices and zip code)

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

(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))
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Item 5.02
Principal Officers.

Departure of Directors or Principal Officers; Election of Directors; Appointment of

(b) On December 16, 2014, Farah Champsî provided Trevena, Inc. (the Company) with notice of her resignation from the Board of Directors of the Company (the Board), effective as December 16, 2014. At the time of her resignation, Ms. Champsî also was serving on the Audit Committee of the Board and as the Chair of the Nominating and Corporate Governance Committee of the Board. Ms. Champsî indicated in her letter to the Company that her decision to resign was based solely on personal reasons, and not due to any disagreement with the Company or concerns relating to the Company's operations, policies or practices.

(d) On December 16, 2014, the Board appointed Anne M. Phillips, M.D., as an independent member of the Board, effective as of the same date. Dr. Phillips is expected to serve as a director until the expiration of her term as a Class I director at the Company's 2017 annual meeting of stockholders and also will serve on the Nominating and Corporate Governance Committee of the Board. As a result of Ms. Champsî's departure, the Board also appointed Barbara Yanni to the Audit Committee and named Julie McHugh as the Chair of the Nominating and Corporate Governance Committee.

Dr. Phillips will participate in Trevena's non-employee director compensation program, as described on pages 47 through 48 of Trevena's proxy statement for the 2014 annual meeting of stockholders filed with the Securities and Exchange Commission (the SEC) on April 11, 2014. A description of the non-employee director compensation program also is contained within Exhibit 10.1, as referenced below and incorporated in this Item 5.02(d) by reference.

A copy of the Company's press release announcing the appointment of Dr. Phillips to the Board is attached to this report as Exhibit 99.1.

Item 9.01. **Financial Statements and Exhibits.**

(a) Financial Statements of Business Acquired: Not applicable

(b) Pro Forma Financial Information: Not applicable

(c) Exhibits

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Number	Description
10.1+	Non-Employee Director Compensation Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K as previously filed with the SEC on July 1, 2014).
99.1*	Press release dated December 17, 2014.

* Filed herewith.

+ Indicates management contract or compensatory plan.

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: December 17, 2014

By:

/s/ John M. Limongelli
John M. Limongelli
Sr. Vice President, General Counsel & Corporate
Secretary

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press release dated December 17, 2014.