

Flint Jonathan A
Form 3
January 30, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Polaris Venture Management Co. V, L.L.C.		(Month/Day/Year)	TREVENA INC [TRVN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	
1000 WINTER STREET,			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
WALTHAM, MA 02451			5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)	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	

Table I - Non-Derivative Securities Beneficially Owned

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) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	967,740 (1) \$ (1)		I	See footnotes (2) (3)
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	1,354,837 (1) \$ (1)		I	See footnotes (2) (4)
Series B-1 Preferred Stock	Â (1)	Â (1)	Common Stock	225,805 (1) \$ (1)		I	See footnotes (2) (5)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	780,753 (1) \$ (1)		I	See footnotes (2) (6)
Series B-1 Warrants	Â (7)	Â (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	Â	Â X	Â	Â
Polaris Venture Partners V, L.P. 1000 WINTER STREET WALTHAM, MA 02451	Â	Â X	Â	Â
Polaris Venture Partners Entrepreneurs' Fund V, L.P. 1000 WINTER STREET WALTHAM, MA 02451	Â	Â X	Â	Â
Polaris Venture Partners Founders' Fund V, L.P. 1000 WINTER STREET WALTHAM, MA 02451	Â	Â X	Â	Â
Polaris Venture Partners Special Founders' Fund V, L.P. 1000 WINTER STREET WALTHAM, MA 02451	Â	Â X	Â	Â
MCGUIRE TERRANCE C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451	Â X	Â X	Â	Â
Flint Jonathan A C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451	Â	Â X	Â	Â

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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Attorney-in-Fact 01/30/2014

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Attorney-in-Fact 01/30/2014

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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

- (2) 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.

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- (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.
- (9) 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 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.