

TREVENA INC
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 | |
| Â Forest Laboratories Holdings Ltd | | | (Month/Day/Year) | TREVENA INC [TRVN] | |
| (Last) | (First) | (Middle) | 01/30/2014 | | |
| C/O FOREST LABORATORIES, INC., Â 909 THIRD AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| NEW YORK, Â NY Â 10022 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 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 |
| (City) | (State) | (Zip) | | | |

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) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|--------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|
| Series C Preferred Stock | 05/03/2013 | ∅ (1) | Common Stock | 2,964,895 | \$ (1) | D (2) ∅ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Forest Laboratories Holdings Ltd C/O FOREST LABORATORIES, INC. 909 THIRD AVENUE NEW YORK, NY 10022 | ∅ | ∅ X | ∅ | ∅ |
| FOREST LABORATORIES INC 909 THIRD AVENUE NEW YORK, NY 10022 | ∅ | ∅ X | ∅ | ∅ |
| FL Holding C.V. BEURSPLEIN 37 3011 AA, ROTTERDAM, NL | ∅ | ∅ X | ∅ | ∅ |
| FLI International, LLC C/O FOREST LABORATORIES, INC. 909 THIRD AVENUE NEW YORK, NY 10022 | ∅ | ∅ X | ∅ | ∅ |

Signatures

/s/ Frank Perier as Secretary of Forest Laboratories Holdings Limited

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).

The Series C Preferred Stock is convertible at any time, in whole or in part, at the option of the holder into Trevena, Inc. ("Issuer") common stock, and has no expiration date. The number of underlying shares of common stock reported in Column 3 reflects the 1-for-6.2 reverse stock split that became effective October 30, 2013 (the "Reverse Stock Split"). Immediately prior to the closing of the Issuer's initial public offering and after giving effect to the Reverse Stock Split, the 18,382,352 shares Series C Preferred Stock directly held by Forest Laboratories Holdings Limited ("FLHL") will automatically convert into 2,964,895 shares of the Issuer's common stock.

The Series C Preferred Stock is directly held by FLHL, and indirectly held by Forest Laboratories, Inc. ("Forest"), FL Holding C.V. ("FL Holding"), and FLI International LLC ("FLI International", and together with Forest and FL Holding, the "Indirect Reporting Persons"). FLHL is a wholly-owned subsidiary of FL Holding, a Netherlands partnership. The sole limited partner of FL Holding is Forest and the sole general partner of FL Holding is FLI International. FLI International is a wholly-owned subsidiary of Forest. Each of the Indirect Reporting Persons disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, of such portion of the Series C Preferred Stock of the Issuer held by FLHL in which such Indirect Reporting Person has no pecuniary interest.

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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