

Bourdow Carrie L.  
Form 4  
December 07, 2018

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bourdow Carrie L.

(Last) (First) (Middle)

C/O TREVENA, INC., 955  
CHESTERBROOK BOULEVARD,  
SUITE 110

(Street)

CHESTERBROOK, PA 19087

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

TREVENA INC [TRVN]

3. Date of Earliest Transaction  
(Month/Day/Year)

12/06/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

President and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/06/2018		A	Amount (1) 250,000	(A) or (D) Price \$ 0 254,500	D (2)	

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 0.65	12/06/2018		A	250,000	(3) 12/06/2028	Common Stock	250,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bourdow Carrie L. C/O TREVENA, INC., 955 CHESTERBROOK BOULEVARD, SUITE 110 CHESTERBROOK, PA 19087	X President and CEO

## Signatures

/s/John Limongelli,  
Attorney-in-Fact

12/07/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

These shares are represented by restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of common stock of the Issuer. Of the shares underlying the RSU, 25% of the total number of shares subject to the RSU shall vest on June 1, 2019,

(1) 25% of the total number of shares subject to the RSU shall vest on December 1, 2019 and 50% of the total number of shares subject to the RSU shall vest on December 6, 2020, until such time as the RSU is vested with respect to all the shares subject to the RSU, subject to the Reporting Person's Continuous Service (as defined in the 2013 Equity Incentive Plan, as amended) as of each such vesting date.

(2) Includes 4,500 shares held by the Reporting Person jointly with her spouse.

The option shall vest and become exercisable with respect to 25% of the total number of shares subject to the option on June 1, 2019,

(3) 25% of the total number of shares subject to the option on December 1, 2019 and 50% of the total number of shares subject to the option on December 6, 2020, until such time as the option is vested with respect to all the shares subject to the option, subject to the Reporting Person's Continuous Service (as defined in the 2013 Equity Incentive Plan, as amended) as of each such vesting date.

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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