

WERNER HAROLD R
Form 3
January 30, 2014

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Â HealthCare Ventures VIII,
L.P.

(Last) (First) (Middle)

C/O HEALTHCARE
VENTURES LLC,,Â 47
THORNDIKE STREET, SUITE
B1-1

(Street)

CAMBRIDGE,Â MAÂ 02141

(City) (State) (Zip)

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)

___ Director ___X___ 10% Owner
___ Officer ___ Other
(give title below) (specify below)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

Edgar Filing: WERNER HAROLD R - Form 3

| | (Month/Day/Year) | | Derivative Security (Instr. 4) | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------|---------------------|--------------------|-----------------------------------|----------------------------------|---|--|--------------------------|
| | Date Exercisable | Expiration Date | Title | | | | |
| Series A Preferred Stock | Â (1) | Â (1) | Common Stock | 967,741 (1) | \$ (1) | I | See Footnotes (2) (3) |
| Series B Preferred Stock | Â (1) | Â (1) | Common Stock | 677,419 (1) | \$ (1) | I | See Footnotes (2) (4) |
| Series C Preferred Stock | Â (1) | Â (1) | Common Stock | 504,032 (1) | \$ (1) | I | See Footnotes (2) (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HealthCare Ventures VIII, L.P. C/O HEALTHCARE VENTURES LLC, 47 THORNDIKE STREET, SUITE B1-1 CAMBRIDGE, MA 02141 | Â | Â X | Â | Â |
| HealthCare Partners VIII, L.P. C/O HEALTHCARE VENTURES LLC, 47 THORNDIKE STREET, SUITE B1-1 CAMBRIDGE, MA 02141 | Â | Â X | Â | Â |
| HealthCare Partners VIII, LLC C/O HEALTHCARE VENTURES LLC, 47 THORNDIKE STREET, SUITE B1-1 CAMBRIDGE, MA 02141 | Â | Â X | Â | Â |
| CAVANAUGH JAMES H C/O HEALTHCARE VENTURES LLC, 47 THORNDIKE STREET, SUITE B1-1 CAMBRIDGE, MA 02141 | Â | Â X | Â | Â |
| Mirabelli Christopher C/O HEALTHCARE VENTURES LLC, 47 THORNDIKE STREET, SUITE B1-1 CAMBRIDGE, MA 02141 | Â X | Â X | Â | Â |
| LAWLOR AUGUSTINE C/O HEALTHCARE VENTURES LLC, 47 THORNDIKE STREET, SUITE B1-1 CAMBRIDGE, MA 02141 | Â | Â X | Â | Â |
| LITTLECHILD JOHN W C/O HEALTHCARE VENTURES LLC, 47 THORNDIKE STREET, SUITE B1-1 CAMBRIDGE, MA 02141 | Â | Â X | Â | Â |

WERNER HAROLD R
 C/O HEALTHCARE VENTURES LLC Â Â X Â Â
 47 THORNDIKE STREET, SUITE B1-1
 CAMBRIDGE, MA 02141

Signatures

| | |
|---|------------|
| /s/Jeffrey B. Steinberg, Administrative Partner of HealthCare Ventures VIII, L.P. | 01/30/2014 |
| __Signature of Reporting Person | Date |
| Jeffrey B. Steinberg, Administrative Partner of HealthCare Partners VIII, L.P. | 01/30/2014 |
| __Signature of Reporting Person | Date |
| Jeffrey B. Steinberg, Administrative Officer of HealthCare Partners VIII LLC | 01/30/2014 |
| __Signature of Reporting Person | Date |
| Jeffrey B. Steinberg, Attorney-in-Fact for James H. Cavanaugh | 01/30/2014 |
| __Signature of Reporting Person | Date |
| Jeffrey B. Steinberg, Attorney-in-Fact for Christopher Mirabelli | 01/30/2014 |
| __Signature of Reporting Person | Date |
| Jeffrey B. Steinberg, Attorney-in-Fact for Augustine Lawlor | 01/30/2014 |
| __Signature of Reporting Person | Date |
| Jeffrey B. Steinberg, Attorney-in-Fact for John Littlechild | 01/30/2014 |
| __Signature of Reporting Person | Date |
| Jeffrey B. Steinberg, Attorney-in-Fact for Harold Werner | 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.
 The securities are held of record by HealthCare Ventures VIII, L.P. ("HCVVIII"). HealthCare Partners VIII, L.P. ("HCPVIII") is the General Partner of HCVVIII and HealthCare Partners VIII LLC (the "LLC") is the General Partner of HCPVIII. Each of James Cavanaugh, Harold Werner, John Littlechild, Christopher Mirabelli and Augustine Lawlor are the managing directors of the LLC and exercise shared voting and investment power with respect to the shares owned by HCVVIII. Each of the reporting persons disclaims beneficial ownership of such securities, except to the extent of their proportionate pecuniary interest therein. Dr. Mirabelli is also a director of the issuer.
 - (2)
 - (3) HCVVIII holds an aggregate of 6,000,000 shares of Series A Preferred Stock which is convertible into 967,740 shares of Common Stock.
 - (4) HCVVIII holds an aggregate of 4,200,000 shares of Series B Preferred Stock which is convertible into 677,419 shares of Common Stock.
 - (5) HCVVIII holds an aggregate of 3,125,000 shares of Series C Preferred Stock which is convertible into 504,032 shares of Common Stock.

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.