

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

TREVENA, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

26-1469215
(I.R.S. Employer
Identification No.)

Trevena, Inc.
955 Chesterbrook Blvd., Suite 200
Chesterbrook, Pennsylvania 19087
(Address of Principal Executive Offices) (Zip Code)

2013 Equity Incentive Plan
(Full title of the plan)

Maxine Gowen, Ph.D.
President and Chief Executive Officer
Trevena, Inc.
955 Chesterbrook Blvd., Suite 200
Chesterbrook, Pennsylvania 19087
(Name, and Address of Agent For Service)
(610) 354-8840
(Telephone number, including area code, of agent for service)

Copies to:

Brent B. Siler, Esq.
Derek O. Colla, Esq.
Cooley LLP
1299 Pennsylvania Ave., NW, Suite 700
Washington, DC 20004
Telephone: (703) 456-8000
Fax: (703) 456-8100

John M. Limongelli, Esq.
SVP, General Counsel & Chief Administrative Officer
Trevena, Inc.
955 Chesterbrook Blvd., Suite 200
Chesterbrook, PA 19087
(610) 354-8840

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐

Smaller reporting company ☐

(Do not check if a
smaller reporting company)

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☒

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$0.001 per share	2,492,431 shares	\$ 1.74	\$ 4,336,829.94	\$ 539.94

(1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "*Securities Act*"), this Registration Statement shall also cover any additional shares of Registrant's Common Stock that become issuable under the Registrant's 2013 Equity Incentive Plan, as amended (the "*2013 EIP*") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Registrant's Common Stock.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) promulgated under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are calculated using the average of the high and low prices of the Registrant's Common Stock as reported on the NASDAQ Global Select Market on January 2, 2018.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 2,492,431 shares of the Registrant's Common Stock to be issued pursuant to the annual automatic increase provision set forth in Section 3(a) of the Registrant's 2013 Equity Incentive Plan, as amended.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

The contents of the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission on February 4, 2014 (File No. 333-191735), May 14, 2014 (File No. 333-195957), January 23, 2015 (File No. 333-201672), January 11, 2016 (333-208948), and January 4, 2017 (333-215421) are incorporated by reference herein.

EXHIBITS

Exhibit Number	
3.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on February 5, 2014)
3.2	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed with the SEC on February 5, 2014)
4.1	Specimen stock certificate evidencing shares of Common Stock of the Registrant (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333- 191643), originally filed with the SEC on October 9, 2013)
5.1#	Opinion of Cooley LLP
23.1#	Consent of Independent Registered Public Accounting Firm
23.2#	Consent of Cooley LLP (included in Exhibit 5.1)
24.1#	Power of Attorney (included on the signature page of this Form S-8)
99.1	2013 Equity Incentive Plan, as amended (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8, filed with the SEC on May 14, 2014)

Filed herewith.

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EXHIBIT INDEX

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of King of Prussia, Commonwealth of Pennsylvania, on January 8, 2018.

TREVENA, INC.

By: /s/ John M. Limongelli
John M. Limongelli
Sr. Vice President, General Counsel & Chief Administrative Officer

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints **MAXINE GOWEN, PH.D.** and **JOHN M. LIMONGELLI**, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Maxine Gowen, Ph.D. Maxine Gowen, Ph.D.	President, Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	January 8, 2018
/s/ Roberto Cuca Roberto Cuca	Sr. Vice President and Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	January 8, 2018
/s/ Leon O. Moulder, Jr. Leon O. Moulder, Jr.	Chairman of the Board of Directors	January 8, 2018
/s/ Michael R. Dougherty Michael R. Dougherty	Director	January 8, 2018
/s/ Adam M. Koppel, M.D., Ph.D. Adam M. Koppel, M.D., Ph.D.	Director	January 8, 2018
/s/ Julie H. McHugh Julie H. McHugh	Director	January 8, 2018
/s/ Jake R. Nunn Jake R. Nunn	Director	January 8, 2018
/s/ Anne M. Phillips, M.D. Anne M. Phillips, M.D.	Director	January 8, 2018
/s/ Barbara Yanni Barbara Yanni	Director	January 8, 2018

January 8, 2018

Trevena, Inc.
955 Chesterbrook Blvd., Suite 200
Chesterbrook, Pennsylvania 19087

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Trevena, Inc., a Delaware corporation (the "**Company**") of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to 2,492,431 shares of the Company's common stock, par value \$0.001 per share (the "**Common Stock**"), to be issued pursuant to the Company's 2013 Equity Incentive Plan, as amended (the "**Shares**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectus, (b) the Company's Amended and Restated Certificate of Incorporation, filed as Exhibit 3.1 to the Registration Statement and the Company's Amended and Restated Bylaws, filed as Exhibit 3.2 to the Registration Statement, each as currently in effect, (c) the Company's 2013 Equity Incentive Plan, as amended (the "**2013 Plan**"), and (d) the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies thereof. As to certain factual matters, we have relied upon a certificate of officers of the Company and have not sought to independently verify such matters.

Our opinion is expressed only with respect to the federal laws of the United States of America and the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction other than those identified above are applicable to the subject matter of this opinion.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the 2013 Plan, and the Registration Statement and related prospectus, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

COOLEY LLP

By: /s/ Brent B. Siler
Brent B. Siler

Cooley LLP 1299 Pennsylvania Avenue, NW, Suite 700 Washington, DC 20004-2400
t: (202) 842-7800 f: (202) 842-7899 cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-00000) pertaining to the 2013 Equity Incentive Plan of Trevena, Inc. of our report dated March 8, 2017, with respect to the financial statements of Trevena, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania
January 8, 2018
